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

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2025

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ________ to _________

Commission File Number **001-33034**

FREEDOM HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada	**30-0233726**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
40 Wall Street, 58th Floor New York, NY	**10005**
(Address of principal executive offices)	(Zip Code)

(212) 980 4400
(Registrant's telephone number, including area code)

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: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

If an emerging growth company, indicate 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. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes ☐ No x

As of August 6, 2025, the registrant had 61,221,687 shares of common stock, par value $0.001, issued and outstanding.

FREEDOM HOLDING CORP.
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FREEDOM HOLDING CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(All amounts in thousands of United States dollars, unless otherwise stated)

	June 30, 2025	March 31, 2025
ASSETS		
Cash and cash equivalents	$ 567,907	$ 837,302
Restricted cash	1,100,959	807,468
Investment securities	2,796,881	2,814,733
Margin lending, brokerage and other receivables, net	2,896,713	3,319,145
Loans issued (including $231,731 and $188,445 to related parties)	1,749,402	1,595,435
Fixed assets, net	212,663	191,103
Intangible assets, net	53,970	54,186
Goodwill	48,471	49,093
Right-of-use asset	39,631	39,828
Insurance contract assets	25,932	37,183
Other assets, net (including $17,122 and $18,080 with related parties)	197,224	168,541
TOTAL ASSETS	**$ 9,689,753**	**$ 9,914,017**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Securities repurchase agreement obligations	$ 1,070,787	$ 1,418,443
Customer liabilities	4,446,747	4,304,999
Margin lending and trade payables	993,146	1,322,241
Liabilities from insurance activity	519,057	481,539
Current income tax liability	38,604	28,919
Debt securities issued	670,125	469,551
Lease liability	41,042	40,525
Liability arising from continuing involvement	496,414	503,705
Other liabilities	184,772	129,737
TOTAL LIABILITIES	**$ 8,460,694**	**$ 8,699,659**
Commitments and Contingent Liabilities (Note 23)	—	—
SHAREHOLDERS' EQUITY		
Preferred stock - $0.001 par value; 20,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock - $0.001 par value; 500,000,000 shares authorized; 61,205,640 shares issued and outstanding as of June 30, 2025, and 60,993,949 shares issued and outstanding as of March 31, 2025, respectively	61	61
Additional paid in capital	269,664	246,610
Retained earnings	1,115,961	1,085,565
Accumulated other comprehensive loss	(156,627)	(117,995)
TOTAL FRHC SHAREHOLDERS' EQUITY	**$ 1,229,059**	**$ 1,214,241**
Non-controlling interest	—	117
TOTAL SHAREHOLDERS' EQUITY	**$ 1,229,059**	**$ 1,214,358**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 9,689,753**	**$ 9,914,017**

The accompanying notes are an integral part of these condensed consolidated financial statements

FREEDOM HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND STATEMENTS OF OTHER COMPREHENSIVE INCOME (Unaudited)
(All amounts in thousands of United States dollars, unless otherwise stated)

	Three Months Ended June 30,	
	2025	2024
Revenue:		
Fee and commission income	$ 107,642	$ 115,489
Net gain/(loss) on trading securities	45,602	(52,102)
Interest income	198,571	226,004
Insurance premiums earned, net of reinsurance	153,257	129,408
Net (loss)/ gain on foreign exchange operations	(12,893)	8,089
Net gain on derivatives	15,459	12,494
Sales of goods and services	17,224	5,220
Other income	8,561	10,397
TOTAL REVENUE, NET	**$ 533,423**	**$ 454,999**
Expense:		
Fee and commission expense	$ 84,871	$ 80,147
Interest expense	113,410	145,718
Insurance claims incurred, net of reinsurance	80,285	47,309
Payroll and bonuses	93,101	57,524
Professional services	13,024	7,268
Stock compensation expense	23,054	10,615
Advertising and sponsorship expense (including for the three months ended $5,513 and $2,045 from related parties)	24,463	21,896
General and administrative expense	41,975	40,410
Allowance for/(recovery of) expected credit losses	4,822	(1,770)
Cost of sales	13,903	4,284
TOTAL EXPENSE	**$ 492,908**	**$ 413,401**
INCOME BEFORE INCOME TAX	**40,515**	**41,598**
Income tax expense	(10,119)	(7,339)
NET INCOME	**$ 30,396**	**$ 34,259**
Less: Net loss attributable to non-controlling interest in subsidiary	—	(141)
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	**$ 30,396**	**$ 34,400**
OTHER COMPREHENSIVE INCOME		
Change in unrealized gain on investments available-for-sale, net of tax effect	2,998	3,374
Reclassification adjustment for net realized loss/(gain) on available-for-sale investments disposed of in the period, net of tax effect	174	(18)
Foreign currency translation adjustments	(41,804)	(65,811)
OTHER COMPREHENSIVE LOSS	**(38,632)**	**(62,455)**
COMPREHENSIVE LOSS BEFORE NON-CONTROLLING INTERESTS	**$ (8,236)**	**$ (28,196)**

FREEDOM HOLDING CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND STATEMENTS OF OTHER COMPREHENSIVE INCOME (Unaudited)
(All amounts in thousands of United States dollars, unless otherwise stated)

Less: Comprehensive loss attributable to non-controlling interest in subsidiary	—	(141)
COMPREHENSIVE LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	**$ (8,236)**	**$ (28,055)**
EARNINGS PER COMMON SHARE (In U.S. dollars):		
Earnings per common share - basic	0.51	0.58
Earnings per common share - diluted	0.50	0.57
Weighted average number of shares (basic)	59,853,479	59,258,085
Weighted average number of shares (diluted)	61,057,627	60,255,593

The accompanying notes are an integral part of these condensed consolidated financial statements.

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FREEDOM HOLDING CORP

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(All amounts in thousands of United States dollars, unless otherwise stated)

	Three Months Ended June 30,	
	2025	2024
Cash Flows From Operating Activities		
Net income	**$ 30,396**	**$ 34,259**
Adjustments to reconcile net income from operating activities:		
Depreciation and amortization	6,114	4,154
Amortization of deferred acquisition costs	70,018	48,115
Noncash lease expense	4,046	2,868
Change in deferred taxes	(5,463)	(796)
Stock compensation expense	23,054	10,615
Unrealized (gain)/loss on trading securities	(37,736)	64,943
Unrealized gain on derivatives	1,954	(8,150)
Net realized loss/(gain) on available-for-sale securities	174	(18)
Net change in accrued interest	19,796	69,821
Loss on sale of fixed assets	(85)	—
Gain from sale of Comrun LLP	(1,613)	—
Gain from sale of ITS tech	—	(4,201)
Change in insurance reserves	59,624	40,958
Revaluation of investment in associates	79	—
Change in unused vacation reserves	1,266	1,009
Allowance for expected credit losses	4,822	(1,770)
Changes in operating assets and liabilities:		
Trading securities	227,270	(24,454)
Margin lending, brokerage and other receivables (including $27,252 and $15,797 changes from related parties)	449,567	399,425
Insurance contract assets	6,653	565
Other assets	(100,070)	(70,073)
Brokerage customer liabilities (including $101,411 and $40,843 changes from related parties)	49,788	260,972
Current income tax liability	10,283	7,492
Margin lending and trade payables (including $310 and $252 changes from related parties)	(352,399)	26,888
Lease liabilities	(3,850)	(1,539)
Liabilities from insurance activity	(5,191)	(2,076)
Other liabilities	22,334	(4,941)
Net cash flows from operating activities	**480,831**	**854,066**
Cash Flows Used In Investing Activities		
Purchase of fixed assets and intangible assets	(30,787)	(24,178)
Net change in loans issued to customers	(205,794)	(2,591)
Purchase of available-for-sale securities, at fair value	(40,740)	(103,679)
Proceeds from sale of available-for-sale securities, at fair value	13,525	48,033
Purchase of held-to-maturity securities	(239,241)	—
Capital contribution to investment in associate	(20)	(1,240)
Cash, cash equivalents disposed from sale of Comrun LLP	(55)	—
Cash, cash equivalents disposed from sale of ITS Tech	—	(542)
Consideration paid for acquisition of Astel Group Ltd	(10,082)	—
Cash and cash equivalents received from acquisition of Astel Group Ltd	7,678	—

FREEDOM HOLDING CORP

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(All amounts in thousands of United States dollars, unless otherwise stated)

Prepayment on acquisitions		—		(10,488)
Net cash flows used in investing activities		**(505,516)**		**(94,685)**
Cash Flows From Financing Activities				
Net repayment of securities repurchase agreement obligations		(308,030)		(54,912)
Proceeds from issuance of debt securities		199,204		—
Repurchase of debt securities		—		(29)
Net change in bank customer deposits		196,178		293,411
Repurchase of mortgage loans under the State Program		(12,952)		(13,001)
Funds received under state program for financing of mortgage loans		16,223		20,453
Net proceeds from/(repayment of) loans received		32,758		(388)
Net cash flows from financing activities		**123,381**		**245,534**
Effect of changes in foreign exchange rates on cash and cash equivalents		(74,207)		(114,815)
Effect of expected credit losses on cash and cash equivalents and restricted cash		(393)		367
NET CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH		24,096		890,467
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD		**1,644,770**		**1,007,721**
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD	**$**	**1,668,866**	**$**	**1,898,188**

	For The Three Months Ended June 30,			
	2025		**2024**	
Supplemental disclosure of cash flow information:				
Cash paid for interest	$	109,947	$	142,595
Income tax paid	$	8,767	$	819
Supplemental non-cash disclosures:				
Operating lease right-of-use assets obtained/disposed of in exchange for operating lease obligations during the period, net	$	3,085	$	1,855

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the Condensed Consolidated Balance Sheets that sum to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows:

	June 30, 2025		June 30, 2024	
Cash and cash equivalents	$	567,907	$	718,678
Restricted cash		1,100,959		1,179,510
Total cash, cash equivalents and restricted cash shown as in the statement of cash flows	**$**	**1,668,866**	**$**	**1,898,188**

The accompanying notes are an integral part of these condensed consolidated financial statements.

FREEDOM HOLDING CORP.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	Common Stock		Additional paid in capital	Retained earnings	Accumulated other comprehensive loss	Total equity attributable to the shareholders'	Non-controlling interest	Total
	Shares	Amount						
At March 31, 2024	**60,321,813**	**$ 60**	**$ 183,788**	**$ 998,740**	**$ (18,938)**	**$ 1,163,650**	**$ 3,308**	**$ 1,166,958**
Delivered stock based compensation from previous year	215,878	—	3,092	—	—	3,092	—	3,092
Stock based compensation	183,319	—	10,325	—	—	10,325	—	10,325
Foreign currency translation adjustments, net of tax effect	—	—	—	—	(65,811)	(65,811)	—	(65,811)
Other comprehensive income	—	—	—	—	3,356	3,356	—	3,356
Net income/(loss)	—	—	—	34,400	—	34,400	(141)	34,259
At June 30, 2024	**60,721,010**	**$ 60**	**$ 197,205**	**$ 1,033,140**	**$ (81,393)** 0	**$ 1,149,012** 0	**$ 3,167** 0	**$ 1,152,179**
At March 31, 2025	**60,993,949**	**$ 61**	**$ 246,610**	**$ 1,085,565**	**$ (117,995)**	**$ 1,214,241**	**$ 117**	**$ 1,214,358**
Sale of Comrun LLP	—	—	—	—	—	—	(117)	(117)
Stock based compensation	211,691	—	23,054	—	—	23,054	—	23,054
Foreign currency translation adjustments, net of tax effect	—	—	—	—	(41,804)	(41,804)	—	(41,804)
Other comprehensive income	—	—	—	—	3,172	3,172	—	3,172
Net income	—	—	—	30,396		30,396	—	30,396
At June 30, 2025	**61,205,640**	**$ 61**	**$ 269,664**	**$ 1,115,961**	**$ (156,627)**	**$ 1,229,059**	**$ —**	**$ 1,229,059**

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTE 1 – DESCRIPTION OF BUSINESS

Overview

Freedom Holding Corp. (the "Company" or "FRHC" and, together with its subsidiaries, the "Group") is a corporation organized in the United States under the laws of the State of Nevada that through its operating subsidiaries provides securities brokerage, securities dealing for customers and for our own account, market making activities, investment research, investment counseling, retail and commercial banking, insurance products, payment services information, processing services and lifestyle services. The Company also owns several ancillary businesses, which complement its core financial services businesses, including telecommunications and media businesses in Kazakhstan that are in a developmental stage. The Company is the holding company of subsidiaries incorporated in Kazakhstan, Cyprus, the United States (USA), the United Kingdom (UK), Armenia, the United Arab Emirates (UAE), Uzbekistan, Kyrgyzstan, Tajikistan, Azerbaijan, and Turkey, and the Group also has representative offices in Austria, Belgium, Bulgaria, France, Germany, Greece, Italy, Lithuania, The Netherlands, Poland and Spain. The Company's subsidiaries in the United States include a broker-dealer that is registered with the United States Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority ("FINRA"). The Company's common stock is traded on the Nasdaq Capital Market, the Kazakhstan Stock Exchange ("KASE"), and the Astana International Exchange ("AIX"). The Company's common stock is included in the Russell 3000® Index.

As of June 30, 2025, the Company owned, directly or indirectly, the following subsidiaries:

Name of subsidiary	Jurisdiction of Incorporation	Business Area
Brokerage Segment		
Freedom Finance JSC ("Freedom KZ")	Kazakhstan	Securities broker-dealer
Freedom Finance Global PLC ("Freedom Global")	Kazakhstan	Securities broker-dealer
Freedom Finance Europe Limited ("Freedom EU")	Cyprus	Securities broker-dealer
Freedom Finance Armenia LLC ("Freedom AR")	Armenia	Securities broker-dealer
Freedom Capital Markets ("FCM")	USA	Securities broker-dealer
Foreign Enterprise LLC Freedom Finance	Uzbekistan	Securities broker-dealer
Freedom Broker LLC	Kyrgyzstan	Securities broker-dealer
Freedom Broker Global Markets Ltd	UAE	Securities broker-dealer
FREEDOM YATIRIM MENKUL DEĞERLER ANONİM ŞİRKETİ	Turkey	Securities broker-dealer
Banking Segment		
Freedom Bank Kazakhstan JSC ("Freedom Bank KZ")	Kazakhstan	Commercial bank
Freedom Bank Tajikistan CJSC ("Freedom Bank TJ")	Tajikistan	Commercial bank
OUSA Nova LLP	Kazakhstan	Stress asset management company
Insurance Segment		
Freedom Finance Life JSC ("Freedom Life")	Kazakhstan	Life/health insurance
Freedom Finance Insurance JSC ("Freedom Insurance")	Kazakhstan	General insurance
Other segment		
Ticketon Events LLP ("Ticketon")	Kazakhstan	Online ticket sales
Freedom Digital Exchange Closed Joint-Stock Company	Kyrgyzstan	Digital asset services
Chiptahoi Muosir LLC	Tajikistan	Online ticket sales
Ticketon Events KG LLC	Kyrgyzstan	Online ticket sales
Ticketon LLC	Uzbekistan	Online ticket sales
Freedom Finance Special Purpose Company LTD ("Freedom SPC")	Kazakhstan	Issuance of debt securities
Freedom Finance Commercial LLP	Kazakhstan	Sales consulting

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

Freedom Technologies LLP ("Paybox")	Kazakhstan	Payment services
Freedom Processing LLP	Kazakhstan	IT Solutions and products processes data for payment services
Freedom Pay LLP	Kazakhstan	Payment platform
Paybox Money LLP	Kazakhstan	Implementation of payment services
Freedom Pay Kyrgyzstan	Kyrgyzstan	Provision of payment services
Freedom Payments LLC	Uzbekistan	Provision of payment services
Aviata LLP	Kazakhstan	Online travel ticket aggregator
Internet-Tourism LLP	Kazakhstan	Online travel ticket aggregator
Arbuz Group LLP ("Arbuz")	Kazakhstan	Online retail trade and e-commerce
Prime Retail LLP	Kazakhstan	Online retail trade and e-commerce
Retail Prime Astana LLP	Kazakhstan	Online retail trade and e-commerce
Arbuz Pharma LLP	Kazakhstan	Retail (pharmaceuticals)
Freedom Telecom Holding Limited ("Freedom Telecom")	Kazakhstan	Telecommunications
Freedom Telecom Operations LLP	Kazakhstan	Wireless telecommunications
Freedom Media LLP	Kazakhstan	Media and entertainment
Freedom Cloud LLP (formerly, DITel LLP) ("Freedom Cloud")	Kazakhstan	Telecommunications
SilkNetCom LLP ("SilkNetCom")	Kazakhstan	Telecommunications
Elitecom LLP ("Elitecom")	Kazakhstan	Telecommunications
Astel Group LTD	Kazakhstan	Activities of holding companies
Arna-Sprint Data Communications JSC	Kazakhstan	Rental and leasing of other personal items and household goods
Astel JSC	Kazakhstan	Other wireless telecommunications
Freedom Kazakhstan PC Ltd	Kazakhstan	Holding company
Freedom Advertising Ltd	Kazakhstan	Advertising
Freedom Shapagat Corporate Fund	Kazakhstan	Non-profit
Freedom Holding Operations LLP	Kazakhstan	Hiring and recruitment
Freedom Horizons LLP	Kazakhstan	Business consulting and services
CLUB T LLP	Kazakhstan	Restaurant and cafe operations
CLUB T ASTANA LLP	Kazakhstan	Restaurant and cafe operations
Freedom Finance Azerbaijan LLC	Azerbaijan	Financial educational center
Freedom Finance FZE.	UAE	Consulting
Freedom Management Ltd.	UAE	Consulting
Freedom Holding Telecom International FZE	UAE	Telecommunications
Freedom Finansial Hizmetler Anonim Şirketi	Turkey	Financial consulting
Freedom Finance Technologies Ltd	Cyprus	IT development
Freedom Prime UK Limited ("Prime UK")	UK	Management consulting
Freedom Finance Germany GmbH	Germany	Tied Agent of Freedom EU
Freedom Structured Products PLC	Cyprus	Financial services
Freedom24 Chess Masters LTD	Cyprus	Chess academy
Freedom Property Ltd	Cyprus	Asset management company
Freedom24 Bulgaria VCC	Bulgaria	Tied Agent of Freedom EU
Freedom24 Greece Single Members P.C	Greece	Tied Agent of Freedom EU
Freedom24 Poland LTD	Poland	Tied Agent of Freedom EU
Freedom24 Lithuania, UAB	Lithuania	Tied Agent of Freedom EU

Freedom24 Iberia SL	Spain	Tied Agent of Freedom EU
Freedom24 Netherlands B.V.	Netherlands	Tied Agent of Freedom EU
Freedom24 Austria GmbH	Austria	Tied Agent of Freedom EU
Freedom24 France	France	Tied Agent of Freedom EU
FFIN Securities, Inc.	USA	Dormant
Freedom U.S. Market LLC	USA	Management company
LD Micro ("LD Micro")	USA	Event platform
Freedom US Technologies LLC	USA	Technology services
Total subsidiaries		**72**

Through its subsidiaries, the Company offers a diverse range of financial services, including banking, brokerage, and insurance, as well as lifestyle services such as online payments, travel, ticketing, e-commerce, and telecommunications and media businesses in Kazakhstan that are in a developmental stage. It operates as a professional participant in the financial markets, holding banking and insurance licenses, as well as licenses to provide various services across multiple stock exchanges, including the Kazakhstan Stock Exchange (KASE), the Astana International Exchange (AIX), the Republican Stock Exchange of Tashkent (UZSE), and the Uzbek Republican Currency Exchange (UZCE). Additionally, it is a member of the New York Stock Exchange (NYSE) and the Nasdaq Stock Exchange (Nasdaq). Freedom EU enhances the Company's offerings by providing customers with operational support and access to investment opportunities in the United States and the European securities markets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting principles

The Group's accounting policies and accompanying consolidated financial statements conform to accounting principles generally accepted in the United States of America (U.S. GAAP).

Basis of presentation and principles of consolidation

The consolidated financial statements present the consolidated accounts of FRHC and its consolidated subsidiaries. All inter-company balances and transactions have been eliminated from the consolidated financial statements.

Consolidation of variable interest entities

In accordance with accounting standards regarding consolidation of variable interest entities ("VIEs"), VIEs are generally defined as entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision making ability. VIEs must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. The primary beneficiary is required to consolidate the VIE for financial reporting purposes. As of June 30, 2025, there are no VIEs in respect of the Company.

Use of estimates

The preparation of financial statements in conformity with the U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that the estimates utilized in preparing the Group's financial statements are reasonable and prudent. Actual results could differ from those estimates.

Revenue and expense recognition

Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC Topic 606"), establishes the principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services promised to customers in an amount that reflects the

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied. A significant portion of the Group's revenue-generating transactions are not subject to ASC Topic 606, including revenue generated from financial instruments, such as loans and investment securities, insurance revenue, as these activities are subject to other U.S. GAAP guidance discussed elsewhere within these disclosures. Descriptions of the Group's revenue-generating activities that are within the scope of ASC Topic 606, which are presented in the Consolidated Statements of Operations and Statements of Other Comprehensive Income as components of total revenue, net are as follows:
• Commissions on brokerage services;
• Commissions on banking services (money transfers, foreign exchange operations and other);
• Agency fee commissions (the Company earns agency fee commissions through its facilitation of transactions between customers);
• Commissions on payment processing; and
• Commissions on investment banking services (such as underwriting and market making services).

The Group launched a cashback-based loyalty program, according to which cashbacks are provided for purchases made with Bank's card, depending on the customer loyalty level. If cash or another form of consideration provided to a customer, the Group reduces the transaction price.

Concentrations of Revenue

Revenues from one customer of the Group's Brokerage segment represents the following amount of the Group's consolidated revenues:

	Three Months Ended June 30, 2025	Three Months Ended June 30, 2024
Single non-related party	$ 81,272	$ 84,273

For the three months ended June 30, 2025 and June 30, 2024 the amounts in the table above included fee and commission income earned from one customer in the amount of $72,325 and $64,879, respectively and interest income from margin loans to one customer in the amount of $8,947 and $19,394, respectively.

Transaction-Based Revenues

The Company earns transaction-based revenue by routing and executing customer orders in equities, options, fixed-income securities and other exchange-traded products. The Company's single performance obligation is satisfied at the point in time an order is executed, which is when the customer obtains substantially all of the remaining benefits from the asset. The transaction price is established at execution and consists of per-instrument or per-contract commissions and a fixed percentage of the notional trade value.

Gross versus net revenue

ASC 606 provides guidance on proper recognition of principal versus agent considerations which is used to determine gross versus net revenue recognition. Under ASC 606, the core objective of the guidance on gross versus net revenue recognition is to help determine whether the Group is a principal or an agent in a transaction. In general, the primary difference between these two is the performance obligation being satisfied. The principal has a performance obligation to provide the desired goods or services to the end customer, whereas the agent arranges for the principal to provide the desired goods or services. Additionally, a fundamental characteristic of a principal in a transaction is control. A principal substantively controls the goods and services before they are transferred to the customer as well as controls the price of the good or service being provided. An agent normally receives a commission or fee for these activities. In addition to control, the level at which the Group controls the price of the good or service being transferred determines principal versus agent status. The more discretion over setting price a Group has in providing the good or service, the more likely they are considered a principal rather than an agent.

In certain cases, other parties are involved with providing products and services to the Group's customers. If the Group is principal in the transaction (providing goods or services itself), revenues are reported based on the gross consideration received from the customer and any related expenses are reported gross in non interest expense. If the Group is an agent in the transaction (arranging for another party to provide goods or services), the Group reports its net fee or commission retained as revenue.

Based on the contractual arrangements with customers, the Group acts as an agent on behalf of its customers by enabling customers to enter into long and short positions within the Group's omnibus accounts. The Group facilitates the purchase and sale of securities and securities lending transactions through its platforms by routing purchases and sales transactions from its customers, including the market-making customer through its prime brokers. All the customers, including the market-making customer, act on a principal basis and assume the associated market and counterparty risks of their respective positions. The Group does not act as a counterparty to its customers' buy or sell transactions but may provide them with margin loans and securities lending transactions. The Group's customers have control of the securities they transact on the Group's platforms, including those that collateralize margin loans, and, as a result, such securities are not presented on the Group's Consolidated Balance Sheets.

Impairment of Goodwill

Goodwill is allocated to reporting units, which are identified as the operating segments or one level below operating segments that generate separate financial information, regularly reviewed by management. The assignment of goodwill to reporting units allows for the assessment of potential impairment at the appropriate level within the organization.

The Group has identified its reporting units based on its organizational and operational structure, as well as the level at which internal financial information is reviewed by management to make strategic decisions. We have the following reporting units: Banking, Insurance, Brokerage and Other. The management team responsible for each business reviews financial information related to this reporting unit, including revenue, expenses, and market trends.

Goodwill has been allocated to each reporting unit based on its relative fair value at the time of acquisition or significant triggering events. The fair value allocation of goodwill to reporting units is periodically reassessed to ensure alignment with the Group's evolving organizational structure and operational dynamics.

The Group conducts impairment testing on an annual basis or whenever indicators of potential impairment arise. The impairment testing involves comparing the carrying amount of each subsidiary, including its allocated goodwill, to its fair value. If the carrying amount exceeds the fair value, an impairment loss is recognized.

Further details regarding the measurement of goodwill impairment and the results of impairment tests for each reporting unit are provided below.

The Group discloses information about its reporting units, the carrying amounts of goodwill allocated to each reporting unit, and the impairment losses recognized. The allocation of goodwill to reporting units ensures a focused evaluation of each unit's financial performance and facilitates the identification of potential impairment, enhancing the transparency and reliability of the Company's financial reporting.

As of June 30, 2025 and March 31, 2025, goodwill recorded in the Company's Condensed Consolidated Balance Sheets totaled $48,471 and $49,093, respectively. The Group performs an impairment review at least annually unless indicators of impairment exist in interim periods. The entity compares the fair value of a reporting unit with its carrying amount. The goodwill impairment charge is recognized for the amount by which the reporting unit's carrying amount exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit. If fair value exceeds the carrying amount, no impairment is recorded.

The amount of goodwill at June 30, 2025 decreased compared to March 31, 2025 primarily due to the impact of foreign currency translation and sale of Comrun LLP. However, excluding the effects of foreign exchange rate movements, goodwill increased as a result of the acquisition of 100% interest in Astel Group Ltd. by Freedom Telecom. See Note 22 "*Acquisitions of Subsidiaries*" to the condensed consolidated financial statements included in this quarterly report on Form 10-Q.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The changes in the carrying amount of goodwill for three months ended June 30, 2025 and 2024, were as follows:

	Brokerage	Bank	Insurance	Other	Total
Goodwill, gross					
Balance as of March 31, 2024	**$ 2,688**	**$ 2,746**	**$ 1,040**	**$ 46,174**	**$ 52,648**
Foreign currency translation difference	(55)	(5)	(55)	(1,942)	(2,057)
Acquired	—	—	—	—	—
Balance as of June 30, 2024	**$ 2,633**	**$ 2,741**	**$ 985**	**$ 44,232**	**$ 50,591**
Balance as of March 31, 2025	**$ 2,568**	**$ 2,735**	**$ 921**	**$ 42,869**	**$ 49,093**
Foreign currency translation difference	(28)	(473)	(27)	(1,274)	(1,802)
Write-off due to the sale				(560)	(560)
Acquired				1,740	1,740
Balance as of June 30, 2025	**$ 2,540**	**$ 2,262**	**$ 894**	**$ 42,775**	**$ 48,471**
Accumulated impairment					
Balance as of March 31, 2024	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**
Impairment expense	—	—	—	—	—
Balance as of June 30, 2024	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**
Balance as of March 31, 2025	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**
Impairment expense	—	—	—	—	—
Balance as of June 30, 2025	**$ —**	**$ —**	**$ —**	**$ —**	**$ —**
Goodwill, net of impairment					
Balance as of June 30, 2024	**$ 2,633**	**$ 2,741**	**$ 985**	**$ 44,232**	**$ 50,591**
Balance as of March 31, 2025	**$ 2,568**	**$ 2,735**	**$ 921**	**$ 42,869**	**$ 49,093**
Balance as of June 30, 2025	**$ 2,540**	**$ 2,262**	**$ 894**	**$ 42,775**	**$ 48,471**

Recent accounting pronouncements

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-12, Financial Services – Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts, as clarified and amended by (i) ASU 2019-09, Financial Services - Insurance (Topic 944): Effective Date, and (ii) ASU 2020-11, Financial Services - Insurance (Topic 944): Effective Date and Early Application (collectively referred to herein as ASU 2018-12). ASU 2018-12 changed existing recognition, measurement, presentation, and disclosure requirements for long-duration contracts. ASU 2018-12 includes: (1) a requirement to review and, if there is a change, update cash flow assumptions used to measure the liability for future policy benefits (LFPB) at least annually, and to update the discount rate assumption quarterly, (2) a requirement to account for market risk benefits (MRBs) at fair value, (3) simplified amortization for deferred policy acquisition costs (DAC), and (4) enhanced financial statement presentation and disclosures. For the Company, the update is effective for fiscal years beginning after December 15, 2024, and interim periods within fiscal years beginning after December 15, 2025. The Company will adopt ASU 2018-12 effective for fiscal year beginning after April 1, 2025, and interim period within fiscal year beginning after April 1, 2026 using the modified retrospective transition method where permitted. ASU 2018-12 will impact the accounting and disclosure requirements for all long-duration contracts issued by the Company. While the Company is currently evaluating the effect that standard will have on its consolidated financial statements and related disclosures, no material impact is anticipated.

In August 2023, the Financial Accounting Standards Board issued ASU 2023-05, Business Combinations - Joint Venture Formations (Subtopic 805-60): Recognition and Initial Measurement, which clarifies the business combination accounting for joint venture formations. The amendments in ASU 2023-05 seek to reduce diversity in practice that has resulted from a lack of authoritative guidance regarding the accounting for the formation of joint ventures in separate financial statements. The amendments also seek to clarify the initial measurement of joint venture net assets, including businesses contributed to a joint venture. The guidance is applicable to all entities involved in the formation of a joint venture. The amendments are effective for all joint venture formations with a formation date on or after January 1, 2025. Early adoption and retrospective application of the amendments are permitted. The Company does not expect that ASU 2023-05 will have an impact on its consolidated financial statements and related disclosures.

In October 2023, the FASB issued Accounting Standards Update No. 2023-06 ("ASU 2023-06"), Disclosure Improvements - Codification Amendment in Response to the SEC's Disclosure Update and Simplification Initiative. ASU 2023-06 modified the disclosure and presentation requirements of a variety of codification topics by aligning them with the SEC's regulations. The amendments to the various topics should be applied prospectively, and the effective date will be determined for each individual disclosure based on the effective date of the SEC's removal of the related disclosure. If the SEC has not removed the applicable requirements from Regulation S-X or Regulation S-K by June 30, 2027, then ASU 2023-06 will not become effective. Early adoption is prohibited. While the Company is currently evaluating the effect that implementation of this update will have on its consolidated financial statements, no material impact is anticipated.

In November 2023, the FASB issued Accounting Standards Update 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which enhances reporting requirements under Topic 280. The enhanced disclosure requirements include title and position of the Chief Operating Decision Maker (CODM), significant segment expenses provided to the CODM, extending certain annual disclosures to interim periods, clarifying that single reportable segment entities must apply ASC 280 in its entirety, and permitting more than one measure of segment profit or loss to be reported under certain circumstances. This change is effective for fiscal years beginning after December 15, 2023 and interim periods beginning after December 15, 2024. This change will apply retrospectively to all periods presented. The Company adopted ASU No 2023-07 beginning from fiscal year started April 1, 2024.

In December 2023, the FASB issued ASU No. 2023-08, Intangibles - Goodwill and Other - Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. The amendments in ASU No. 2023-08 are intended to improve the accounting for certain crypto assets by requiring an entity to measure those crypto assets at fair value each reporting period with changes in fair value recognized in net income. The amendments also improve the information provided to investors about an entity's crypto asset holdings by requiring disclosure about significant holdings, contractual sale restrictions, and changes during the reporting period. The amendments are effective for all entities for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued (or made available for issuance). If an entity adopts the amendments in an interim period, it must adopt them as of the beginning of the fiscal year that includes that interim period. ASU No. 2023-08 requires a cumulative-effect adjustment to the opening balance of retained earnings (or other appropriate components of equity or net assets) as of the beginning of the annual reporting period in which an entity adopts the amendments. As of the reporting date, the Company does not expect that ASU No 2023-08 will have an impact on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which would require additional transparency for income tax disclosures, including the income tax rate reconciliation table and cash taxes paid both in the United States and foreign jurisdictions. This standard is effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the impact that ASU No 2023-09 will have on its consolidated financial statements and related disclosures.

In March 2024, the FASB issued ASU 2024-01, Compensation - Stock Compensation (Topic 718), Scope Application of Profits Interest and Similar Awards. This standard provides clarity regarding whether profits interest and similar awards are within the scope of Topic 718 of the Accounting Standards Codification. This standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that ASU No 2024-01 will have on its consolidated financial statements and related disclosures.

In March 2024, the FASB issued ASU No. 2024-02, "Codification Improvements - Amendments to Remove References to the Concepts Statements." ASU 2024-02 removes references to various FASB Concepts Statements within the Codification. The guidance in ASU No. 2024-02 is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years, and can be applied either prospectively to all new transactions recognized on or after the date that the entity first applies the amendments or retrospectively to the beginning of the earliest comparative period presented in which the amendments were first applied. Early adoption is permitted. The Company does not expect that ASU No 2024-02 will have an impact on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement - Reporting Comprehensive Income – Expense Disaggregation Disclosures" (Subtopic 220-40). The amendments in this update require disclosure, in the notes to financial statements, of specified information about certain costs and expenses. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments in this update should be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of this update or (2) retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact that ASU No 2024-03 will have on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-04, "Debt-Debt with Conversion and Other Options" (Subtopic 470-20). The amendments in this Update clarify the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. The amendments in this update are effective for all entities for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted for all entities that have adopted the amendments in update 2020-06. The amendments in this update permit an entity to apply the new guidance on either a prospective or a retrospective basis. The Company is currently evaluating the impact that ASU No 2024-04 will have on its consolidated financial statements and related disclosures.

In May 2025, the FASB issued ASU No. 2025-03, "Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity". The amendments in this update affect entities involved in acquisition transactions effected primarily by exchanging equity interest when the legal acquiree is a VIE that meets the definition of a business. The amendments in this update are effective for all entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. The amendments in this update require that an entity apply the new guidance prospectively to any acquisition transaction that occurs after the initial application date. Early adoption is permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact that ASU No 2025-03 will have on its consolidated financial statements and related disclosures.

In May 2025, the FASB issued ASU No. 2025-04, "Compensation - Stock Compensation (Topic 718) and Revenue from Contracts with Customers (Topic 606): Clarifications to Share-Based Consideration Payable to a Customer". The amendments in this update affect all entities that issue share-based consideration to a customer that is within the scope of Topic 606. The amendments in this update are effective for all entities for annual reporting periods (including interim reporting periods within annual reporting periods) beginning after December 15, 2026. Early adoption is permitted for all entities. The amendments in this update permit a grantor to apply the new guidance on either a modified retrospective or a retrospective basis. The Company is currently evaluating the impact that ASU No 2025-04 will have on its consolidated financial statements and related disclosures.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 3 – CASH AND CASH EQUIVALENTS

As of June 30, 2025, and March 31, 2025, cash and cash equivalents consisted of the following:

	June 30, 2025	March 31, 2025
Short term deposits in commercial banks	$ 227,014	$ 262,345
Short term deposits in National Bank (Kazakhstan)	155,987	311,065
Securities purchased under reverse repurchase agreements	64,890	81,118
Petty cash in bank vault and on hand	57,914	59,533
Short term deposits on brokerage accounts	27,739	20,567
Overnight deposits	9,809	81,962
Cash in transit	9,081	10,546
Short term deposits in National Bank (Tajikistan)	7,592	7,647
Short term deposits in stock exchanges	6,219	2,391
Short term deposits in the Central Depository (Kazakhstan)	1,984	510
Allowance for Cash and cash equivalents	(322)	(382)
Total cash and cash equivalents	**$ 567,907**	**$ 837,302**

As of June 30, 2025, and March 31, 2025, total cash and cash equivalents included short-term collateralized securities received under reverse repurchase agreements which the Group concludes mainly on the KASE. The KASE, in turn, guarantees payments to the counterparty. The terms of the short-term collateralized securities received under reverse repurchase agreements as of June 30, 2025, and March 31, 2025 are presented below:

	June 30, 2025		
	Interest rates and remaining contractual maturity of the agreements		
	Average interest rate	Up to 30 days	Total
Securities purchased under reverse repurchase agreements			
Non-US sovereign debt	13.19 %	$ 30,518	$ 30,518
Corporate equity	12.66 %	27,036	27,036
Corporate debt	8.08 %	4,646	4,646
US sovereign debt	11.06 %	2,690	2,690
Total		**$ 64,890**	**$ 64,890**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	March 31, 2025		
	Interest rates and remaining contractual maturity of the agreements		
	Average interest rate	Up to 30 days	Total
Securities purchased under reverse repurchase agreements			
Corporate equity	17.05 %	$ 58,202	$ 58,202
Corporate debt	13.27 %	16,644	16,644
Non-US sovereign debt	4.48 %	4,436	4,436
US sovereign debt	16.75 %	1,836	1,836
Total		**$ 81,118**	**$ 81,118**

The securities received by the Group as collateral under reverse repurchase agreements are liquid trading securities with market quotes and significant trading volume. The fair value of collateral received by the Group under reverse repurchase agreements as of June 30, 2025 and March 31, 2025, was $65,243 and $82,140, respectively.

As of June 30, 2025 and March 31, 2025, securities purchased under reverse repurchase agreements included accrued interest in the amount of $17 and $5, with a weighted average maturity of 1 day and 1 day, respectively. All securities repurchase agreements transactions were executed through the KASE.

NOTE 4 – RESTRICTED CASH

As of June 30, 2025, and March 31, 2025, restricted cash consisted of the following:

	June 30, 2025	March 31, 2025
Brokerage customers’ cash	$ 1,019,648	$ 737,546
Guaranty deposits	81,311	70,026
Restricted bank accounts	8,485	8,122
Due from banks	7,098	6,904
Deferred distribution payment	23	23
Allowance for restricted cash	(15,606)	(15,153)
Total restricted cash	**$ 1,100,959**	**$ 807,468**

As of June 30, 2025, and March 31, 2025, part of the Group’s restricted cash was segregated in a special custody account for the exclusive benefit of the relevant brokerage customers.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 5 – INVESTMENT SECURITIES

As of June 30, 2025 and March 31, 2025, trading, available-for-sale securities and held-to-maturity securities consisted of the following:

	June 30, 2025	March 31, 2025
Non-U.S. sovereign debt	$ 1,042,485	$ 1,282,450
Corporate debt	751,558	807,985
Corporate equity	128,316	106,227
U.S. sovereign debt	74,369	73,787
Exchange traded notes and funds	4,664	4,837
Total trading securities	**$ 2,001,392**	**$ 2,275,286**

	June 30, 2025	March 31, 2025
Corporate debt	$ 239,720	$ 243,730
Non-U.S. sovereign debt	230,572	208,231
U.S. sovereign debt	21,846	21,626
Total available-for-sale securities, at fair value	**$ 492,138**	**$ 473,587**

	June 30, 2025	March 31, 2025
Non-U.S. sovereign debt	$ 303,596	$ 65,914
Allowance for Non-US sovereign debt	(245)	(54)
Total held-to-maturity securities	**$ 303,351**	**$ 65,860**
Total investment securities	**$ 2,796,881**	**$ 2,814,733**

The following tables present maturity analysis for available-for-sale securities as of June 30, 2025, and March 31, 2025:

	June 30, 2025				
	Remaining contractual maturity of the agreements				
	Up to 1 year	1-5 years	5-10 years	More than 10 years	Total
Corporate debt	89,673	137,814	4,500	7,733	239,720
Non-US sovereign debt	$ 51,807	$ 140,196	$ 34,564	$ 4,005	$ 230,572
US sovereign debt	—	20,672	—	1,174	21,846
Total available-for-sale securities, at fair value	**$ 141,480**	**$ 298,682**	**$ 39,064**	**$ 12,912**	**$ 492,138**

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	March 31, 2025				
	Remaining contractual maturity of the agreements				
	Up to 1 year	1-5 years	5-10 years	More than 10 years	Total
Corporate debt	85,300	141,382	9,308	7,740	243,730
Non-US sovereign debt	66,593	96,662	29,136	15,840	208,231
US sovereign debt	—	20,421	—	1,205	21,626
Total available-for-sale securities, at fair value	**$ 151,893**	**$ 258,465**	**$ 38,444**	**$ 24,785**	**$ 473,587**

The following tables present maturity analysis for held-to-maturity securities as of June 30, 2025, and March 31, 2025:

	June 30, 2025				
	Remaining contractual maturity of the agreements				
	Up to 1 year	1-5 years	5-10 years	More than 10 years	Total
Non-US sovereign debt	—	107,838	126,783	68,730	303,351
Total held-to-maturity securities	**$ —**	**$ 107,838**	**$ 126,783**	**$ 68,730**	**$ 303,351**

	March 31, 2025				
	Remaining contractual maturity of the agreements				
	Up to 1 year	1-5 years	5-10 years	More than 10 years	Total
Non-US sovereign debt	—	—	11,931	53,929	65,860
Total held-to-maturity securities	**$ —**	**$ —**	**$ 11,931**	**$ 53,929**	**$ 65,860**

As of June 30, 2025, the Group held debt securities of two issuers each of which individually exceeded 10% of the Group's total investment securities - the Ministry of Finance of the Republic of Kazakhstan (Fitch: BBB credit rating) in the amount of $1,545,644 and the Kazakhstan Sustainability Fund JSC (Fitch: BBB credit rating) in the amount of $477,026. As of March 31, 2025, the Group held debt securities of two issuers each of which individually exceeded 10% of the Group's total investment securities - the Ministry of Finance of the Republic of Kazakhstan (Fitch: BBB credit rating) in the amount of $1,527,340 and the Kazakhstan Sustainability Fund JSC (Fitch: BBB credit rating) in the amount of $578,862. The debt securities issued by the Ministry of Finance of the Republic of Kazakhstan and the Kazakhstan Sustainability Fund JSC are categorized as non-US sovereign debt and corporate debt, respectively.

As of the June 30, 2025 and March 31, 2025, the Group had $360 and $406 that was recognized as other-than-temporary impairment in accumulated other comprehensive loss.

The fair value of securities is determined using observable market data based on recent trading activity. Where observable market data is unavailable due to a lack of trading activity, the Group utilizes internally developed models to estimate fair value and independent third parties to validate assumptions, when appropriate. Estimating fair value requires significant management judgment, including benchmarking to similar instruments with observable market data and applying appropriate discounts that reflect differences between the securities that the Group is valuing and the selected benchmark. Depending on the type of securities owned by the Group, other valuation methodologies may be required.

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

Measurement of fair value is classified within a hierarchy based upon the transparency of inputs used in the valuation of an asset or liability. Classification within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The valuation hierarchy contains three levels:

- Level 1 - Valuation inputs are unadjusted quoted market prices for identical assets or liabilities in active markets.
- Level 2 - Valuation inputs are quoted market prices for identical assets or liabilities in markets that are not active, quoted market prices for similar assets and liabilities in active markets, and other observable inputs directly or indirectly related to the asset or liability being measured.
- Level 3 - Valuation inputs are unobservable and significant to the fair value measurement.

The following tables present securities assets in the Condensed Consolidated Balance Sheets or disclosed in the Notes to the condensed consolidated financial statements at fair value on a recurring basis as of June 30, 2025, and March 31, 2025:

			Fair Value Measurements as of June 30, 2025 using		
	Weighted Average Interest Rate	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Units (Level 3)
Non-U.S. sovereign debt	11.06 %	$ 1,042,485	$ 632,872	$ 409,613	$ —
Corporate debt	12.90 %	751,558	294,247	456,270	1,041
Corporate equity	—	128,316	106,238	2,547	19,531
U.S. sovereign debt	3.88 %	74,369	74,369	—	—
Exchange traded notes and funds	—	4,664	2,152	2,512	—
Total trading securities		**$ 2,001,392**	**$ 1,109,878**	**$ 870,942**	**$ 20,572**
Corporate debt	15.68 %	$ 239,720	$ 69,385	$ 170,335	$ —
Non-U.S. sovereign debt	11.53 %	230,572	126,118	104,454	—
U.S. sovereign debt	3.99 %	21,846	21,846	—	—
Total available-for-sale securities, at fair value		**$ 492,138**	**$ 217,349**	**$ 274,789**	**$ —**

As of June 30, 2025, the fair value of held-to-maturity securities, determined using Level 1 inputs, totaled $199,580, and using Level 2 inputs, totaled $108,235. The table below presents the amortized cost, gross unrealized holding gains, gross unrealized holding losses, and fair value of held-to-maturity securities as of June 30, 2025.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	June 30, 2025				
	Assets measured at amortized cost	Gross unrecognized holding gains	Gross unrecognized holding losses	Fair value of held-to-maturity	Maturity Date
Non-US sovereign debt	303,351	5,070	(606)	307,815	2029 - 2037
Total held-to-maturity securities	**$ 303,351**	**$ 5,070**	**$ (606)**	**$ 307,815**	

			Fair Value Measurements as of March 31, 2025 using		
	Weighted Average Interest Rate	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Units (Level 3)
Non-U.S. sovereign debt	11.24 %	$ 1,282,450	$ 987,657	$ 294,793	$ —
Corporate debt	13.93 %	807,985	299,123	508,862	—
Corporate equity	—	106,227	81,810	6,097	18,320
U.S. sovereign debt	3.99 %	73,787	73,787	—	—
Exchange traded notes and funds	—	4,837	2,369	2,468	—
Total trading securities		**$ 2,275,286**	**$ 1,444,746**	**$ 812,220**	**$ 18,320**
Corporate debt	14.81 %	$ 243,730	$ 91,537	$ 152,193	$ —
Non-U.S. sovereign debt	9.96 %	208,231	128,772	79,459	—
U.S. sovereign debt	2.73 %	21,626	21,626	—	—
Total available-for-sale securities, at fair value		**$ 473,587**	**$ 241,935**	**$ 231,652**	**$ —**

As of March 31, 2025, the fair value of held-to-maturity securities, determined using Level 1 inputs, totaled $45,216, and using Level 2 inputs, totaled $19,736. The table below presents the amortized cost, gross unrealized holding gains, gross unrealized holding losses, and fair value of held-to-maturity securities as of March 31, 2025.

	March 31, 2025				
	Assets measured at amortized cost	Gross unrecognized holding gains	Gross unrecognized holding losses	Fair value of held-to-maturity	Maturity Date
Non-US sovereign debt	65,860	332	(1,240)	64,952	2031 - 2037
Total held-to-maturity securities	**$ 65,860**	**$ 332**	**$ (1,240)**	**$ 64,952**	

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The tables below present the valuation techniques and significant Level 3 inputs used in the valuation as of June 30, 2025, and March 31, 2025. The tables are not intended to be all inclusive, but instead capture the significant unobservable inputs relevant to determination of fair value.

Type	Valuation Technique	FV as of June 30, 2025	Significant Unobservable Inputs	%
Corporate equity	DCF	17,390	Discount rate	23.5%
			Estimated number of years	3 years
			Termination multiplier	1x
Corporate equity	DCF	2,018	Discount rate	11.4%
			Estimated number of years	5 years
			Termination multiplier	0.95x
Corporate debt	DCF	1,041	Discount rate	13.2%
			Estimated number of years	2 years
Corporate equity	DCF	123	Discount rate	58.8%
			Estimated number of years	9 years
Total		**$ 20,572**		

Type	Valuation Technique	FV as of March 31, 2025	Significant Unobservable Inputs	%
Corporate equity	DCF	18,193	Discount rate	21.5%
			Estimated number of years	2 years
			Termination multiplier	19.5x
Corporate equity	DCF	127	Discount rate	58.8%
			Estimated number of years	9 years
Total		**$ 18,320**		

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the three months ended June 30, 2025, and the year ended March 31, 2025:

	Trading securities
Balance as of March 31, 2024	**$ 20,442**
Revaluation of investments that use Level 3 inputs	(2,122)
Balance as of March 31, 2025	**$ 18,320**
Reclassification to Level 3	1,041
Sale of investments that use Level 3 inputs	—
Purchase of investments that use Level 3 inputs	2,018
Revaluation of investments that use Level 3 inputs	(807)
Balance as of June 30, 2025	**$ 20,572**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The table below presents the amortized cost, unrealized gains and losses accumulated in other comprehensive income, and fair value of available-for-sale securities as of June 30, 2025, and March 31, 2025:

	June 30, 2025				
	Assets measured at amortized cost	Accumulated impairment loss	Unrealized loss/(gain) accumulated in other comprehensive income/(loss) including foreign currency translation adjustments, net	Assets measured at fair value	Maturity Date
Corporate debt	$ 238,735	$ —	$ 985	$ 239,720	2025- 2039
Non-U.S. sovereign debt	236,209	(360)	(5,277)	230,572	2025 - indefinite
U.S. sovereign debt	22,005	—	(159)	21,846	2027 -2044
Total available-for-sale securities, at fair value	**$ 496,949**	**$ (360)**	**(4,451)**	**$ 492,138**	

	March 31, 2025				
	Assets measured at amortized cost	Accumulated impairment loss	Unrealized gain/(loss) accumulated in other comprehensive income/(loss) including foreign currency translation adjustments, net	Assets measured at fair value	Maturity Date
Corporate debt	$ 243,660	$ (28)	$ 98	$ 243,730	2025 - 2039
Non-U.S. sovereign debt	211,628	(378)	(3,019)	208,231	2024 - indefinite
U.S. sovereign debt	21,868	—	(242)	21,626	2027 - 2044
Total available-for-sale securities, at fair value	**$ 477,156**	**$ (406)**	**$ (3,163)**	**$ 473,587**	

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 6 – MARGIN LENDING, BROKERAGE AND OTHER RECEIVABLES, NET

Margin lending, brokerage and other receivables as of June 30, 2025, and March 31, 2025, consisted of:

	June 30, 2025	March 31, 2025
Margin lending receivables	$ 2,864,477	$ 3,294,569
Receivables from telecommunication services	20,947	9,985
Bank commissions receivable	6,604	7,529
Bond coupon receivable and dividends accrued	3,019	6,832
Receivables from brokerage customers	2,739	2,399
Receivable for underwriting and market-making services	250	1,577
Other receivables	15,593	15,510
Allowance for receivables	(16,916)	(19,256)
Total margin lending, brokerage and other receivables, net	**$ 2,896,713**	**$ 3,319,145**

Margin lending receivables are amounts owed to the Group from customers as a result of borrowings by such customers against the value of qualifying securities, primarily for the purpose of purchasing additional securities. Amounts may fluctuate from period to period as overall customer balances change as a result of market levels, customer positioning and leverage. Credit exposures arising from margin lending activities are generally mitigated by their short-term nature, the value of collateral held and the Group's right to call for margin when collateral values decline.

Collateral for margin lending receivables includes cash balances in customers' brokerage accounts and securities, adjusted for customers' off-balance sheet short positions. As of June 30, 2025, and March 31, 2025, the fair value of collateral held by the Group under margin loans was $6,668,373 and $7,312,950, respectively.

As of June 30, 2025, and March 31, 2025, the Company had three non-related party customers whose individual balances exceeded 10% of the total margin lending, brokerage, and other receivables balance, amounted to $1,397,605 and $2,323,461, respectively. The collateral held from these non-related party customers was valued at $1,915,900 and $3,218,277 as of June 30, 2025, and March 31, 2025, respectively.

For both individual and institutional brokerage customers, the Group may enter into arrangements for securities financing transactions in respect of financial instruments held by the Group on behalf of the customer or may use such financial instruments for our own account or the account of another customer. The Group maintains omnibus brokerage accounts for our customers, including institutional brokerage customers, in which transactions of these customers and the underlying customers of these institutional brokerage customers are combined in a single account with us. As noted above, the Group may use the assets within the omnibus accounts to finance, lend, provide credit or provide debt financing or otherwise use and direct the order or manner of assets for financing of other customers of ours. Where allowed by the regulations applicable to the Group, the Group may accept short sales from these institutional customers and as a result, the Group is only required to maintain positions with third party custodians for the net long positions in each security in the omnibus accounts.

As of June 30, 2025 and March 31, 2025, using actual, historical and statistical data, the Group recorded an allowance for brokerage receivables in the amounts of $16,916 and $19,256, respectively.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 7 – LOANS ISSUED

Loans issued as of June 30, 2025, consisted of the following:

	Amount Outstanding	Due Dates	Average Interest Rate	Fair Value of Collateral	Loan Currency
Mortgage loans	$ 963,868	July 2025 - May 2051	11.8%	$ 963,785	KZT
Uncollateralized bank customer loans	258,661	July 2025 - June 2045	29.0%	—	KZT
Right of claim for purchased retail loans	226,357	July 2025 - May 2031	15.0%	226,357	KZT
Collateralized bank customer loans	223,697	July 2025 - June 2045	17.6%	209,654	KZT
Car loans	147,058	July 2025 - June 2032	24.3%	145,557	KZT
Other	10,934	July 2025 - May 2030	3.0%/18.0%/ 18.3%	—	USD /KZT/ EUR
Allowance for loans issued	(81,173)				
Total loans issued	**$ 1,749,402**				

The Group provides mortgage loans to borrowers on behalf of the JSC Kazakhstan Sustainability Fund ("Program Operator") related to the state mortgage program "7-20-25" and transfers the rights of claim on the mortgage loans to the Program Operator. The proceeds received from these transfers are presented within funds received under state program for financing of mortgage loans in the Condensed Consolidated Statements of Cash Flows. Under this program, borrowers can receive a mortgage at an interest rate of 7% subject to not less than 20% down payment, for 25 years, and the interest payments received by the Group are recognized as interest income in the Group's Condensed Consolidated Statements of Operations and Statements of Other Comprehensive Income. In accordance with the program and trust management agreement for the program, Group services the transferred loans and remits all repayments of principal it receives plus 4.5% of the 7% interest received to the Program Operator. The interest paid to the Program Operator is recognized as interest expense in the Condensed Consolidated Statements of Operations and Statements of Other Comprehensive Income. The remaining 2.5% of the 7% interest is retained by Group. Under the program and trust management agreement, Group is required to repurchase the rights to make claims on the transferred loans when either loan principal repayments or interest payments are overdue 90 days or more. The repurchase of overdue loans is performed at the loans' nominal value and is presented within repurchase of mortgage loans under the State Program in the Condensed Consolidated Statements of Cash Flows.

Since the Group transfers the rights to make claims on the loans with recourse for loans that are more than 90 days past due, retains part of the interest received on the loans and agrees to service the loans after the sale of the loans to the Program Operator, the Group has determined that it retains control over the loans transferred and continues recognizing the loans, which are accounted for as secured borrowings of the Group in accordance with ASC 860, Transfers and Servicing. As the Group continues to recognize the loans as assets, it also recognizes the associated liability equal to the proceeds received from the Program Operator, which is presented separately as liability arising from continuing involvement in the Consolidated Balance Sheets. This liability accrues 5% interest annually as described above. As of June 30, 2025 and March 31, 2025, the corresponding liability amounted to $496,414 and $503,705, respectively.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

As of June 30, 2025 and March 31, 2025, mortgage loans include loans under the state mortgage program "7-20-25" with an aggregate principal amount of $505,303 and $511,851, respectively, were presented within loans issued in the Condensed Consolidated Balance Sheets.

The Group has an agreement with Microfinance Organization Freedom Finance Credit LLP ("FFIN Credit"), a company established and controlled by FRHC's controlling shareholder, chairman and chief executive officer, Timur Turlov, to purchase uncollateralized retail loans. FFIN Credit is a non-bank credit institution that issues loans in Kazakhstan under simplified lending procedures. FFIN Credit was created as a pilot project to test and improve the scoring models used for qualifying and issuing loans. The principal operation of FFIN Credit is to provide loans to customers online using biometric identification and its proprietary scoring process. Following the successful pilot, the Company intends to either acquire FFIN Credit from Mr. Turlov or implement an in-house solution to replicate its functions, ensuring continuity and scalability of the lending operations. The bank has legal ownership over purchase from FFIN Credit uncollateralized retail loans, however, in accordance with U.S. GAAP requirements, the Group does not recognize those loans, since effective control over the transferred loans are maintained by FFIN Credit. Instead, the Group recognizes the loans receivable from FFIN Credit presented on the Condensed Consolidated Balance Sheets within the loans issued. As of June 30, 2025 and March 31, 2025, right of claims for purchased retail loans amounted to $226,357 and $183,635, respectively.

The total accrued interest for loans issued amounted to $15,275 as of June 30, 2025 and $13,385 as of March 31, 2025.

Loans issued as of March 31, 2025, consisted of the following:

	Amount Outstanding	Due Dates	Average Interest Rate	Fair Value of Collateral	Loan Currency
Mortgage loans	$ 924,530	April 2025 - March 2050	11.4%	$ 924,386	KZT
Uncollateralized bank customer loans	249,448	April 2025 - March 2045	28.1%	—	KZT
Right of claim for purchased retail loans	183,635	April 2025 - March 2030	15.0%	183,635	KZT
Car loans	156,340	April 2025 - April 2032	24.2%	155,320	KZT
Collateralized bank customer loans	148,759	April 2025 - July 2043	19.6%	128,543	KZT
Other	7,838	April 2025 - September 2029	18.0%/12.70%/3.00%	29	KZT/EUR/USD
Allowance for loans issued	(75,115)				
Total loans issued	**$ 1,595,435**				

Credit quality indicators

Freedom Bank KZ uses a loan portfolio quality classification system that indicates signs of a significant increase in credit risk and contractual impairment, depending on the analysis of reasonable and supportable information available at the reporting date. The loan portfolio is classified into "not credit impaired," "with significant increase in credit risk" and "credit impaired" agreements.

Loans "not credit impaired" under the agreement are serviced as usual, there are no primary signs of an increase in credit risk. Agreements classified as "with significant increase in credit risk" represent loans for which there is an increase in the credit risk expected over the life of the agreement compared to the initial risk at the date of recognition of the loan. In practice, the presence of overdue debt on principal and interest for a period of more than 30 days or the absolute probability of default threshold PD exceeds 20%. Agreements classified as "credit impaired" represent loans for which at the reporting date there are signs of impairment, the borrower has been in default for 90 or more days for individuals and 60 or more days for legal entities, the borrower for the last 6 months for individuals and 12 months for legal entities restructured the contract due to the deterioration of the financial condition, the borrower is recognized as credit impaired, the presence of a sign of default, a sign of bankruptcy, the deterioration of the financial performance of the borrower, the presence of other information indicating the presence of a high credit risk.

The table below presents the Group's loan portfolio by credit quality classification and origination year as of June 30, 2025. Current vintage disclosure is the requirement due to first adoption of ASC 326.

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	Term Loans by Origination Fiscal Year							
	2026	2025	2024	2023	2022	Prior	Revolving loans	Total
Mortgage loans	**$ 90,315**	**$ 317,130**	**$ 175,752**	**$ 352,078**	**$ 28,593**	**$ —**	**$ —**	**$ 963,868**
that are not credit impaired	90,279	315,205	173,268	349,270	28,149	—	—	956,171
with significant increase in credit risk	36	1,587	1,272	1,438	205	—	—	4,538
that are credit impaired	—	338	1,212	1,370	239	—	—	3,159
Uncollateralized bank customer loans	**65,097**	**69,533**	**107,347**	**16,684**	**—**	**—**	**—**	**258,661**
that are not credit impaired	64,917	65,393	86,494	12,910	—	—	—	229,714
with significant increase in credit risk	180	1,537	3,993	610	—	—	—	6,320
that are credit impaired	—	2,603	16,860	3,164	—	—	—	22,627
Right of claim for purchased retail loans	**89,089**	**114,383**	**21,808**	**1,072**	**5**	**—**	**—**	**226,357**
that are not credit impaired	89,089	114,383	21,808	1,072	5	—	—	226,357
with significant increase in credit risk	—	—	—	—	—	—	—	—
that are credit impaired	—	—	—	—	—	—	—	—
Collateralized bank customer loans	**103,341**	**114,206**	**6,065**	**85**	**—**	**—**	**—**	**223,697**
that are not credit impaired	103,341	113,606	5,694	85	—	—	—	222,726
with significant increase in credit risk	—	228	223	—	—	—	—	451
that are credit impaired	—	372	148	—	—	—	—	520
Car loans	**12,023**	**5,188**	**100,931**	**28,916**	**—**	**—**	**—**	**147,058**
that are not credit impaired	12,023	5,173	94,995	21,462	—	—	—	133,653
with significant increase in credit risk	—	15	1,283	608	—	—	—	1,906
that are credit impaired	—	—	4,653	6,846	—	—	—	11,499
Other	**170**	**254**	**1,216**	**6,361**	**43**	**2,890**	**—**	**10,934**
that are not credit impaired	170	254	1,207	6,361	43	—	—	8,035
with significant increase in credit risk	—	—	—	—	—	—	—	—
that are credit impaired	—	—	9	—	—	2,890	—	2,899
Total	**$ 360,035**	**$ 620,694**	**$ 413,119**	**$ 405,196**	**$ 28,641**	**$ 2,890**	**$ —**	**$ 1,830,575**

The table below presents the Group's loan portfolio by credit quality classification as of March 31, 2025.

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	Term Loans by Origination Fiscal Year							
	2025	2024	2023	2022	2021	Prior	Revolving loans	Total
Mortgage loans	**$ 336,535**	**$ 186,816**	**$ 370,588**	**$ 30,591**	**$ —**	**$ —**	**$ —**	**$ 924,530**
that are not credit impaired	336,051	184,610	367,918	29,876	—	—	—	918,455
with significant increase in credit risk	410	1,361	1,402	340	—	—	—	3,513
that are credit impaired	74	845	1,268	375	—	—	—	2,562
Uncollateralized bank customer loans	**110,094**	**120,583**	**18,771**	**—**	**—**	**—**	**—**	**249,448**
that are not credit impaired	108,045	103,320	15,590	—	—	—	—	226,955
with significant increase in credit risk	1,011	3,557	663	—	—	—	—	5,231
that are credit impaired	1,038	13,706	2,518	—	—	—	—	17,262
Right of claim for purchased retail loans	**151,237**	**30,702**	**1,688**	**8**	**—**	**—**	**—**	**183,635**
that are not credit impaired	151,237	30,702	1,688	8	—	—	—	183,635
with significant increase in credit risk	—	—	—	—	—	—	—	—
that are credit impaired	—	—	—	—	—	—	—	—
Car loans	**5,974**	**116,459**	**33,907**	**—**	**—**	**—**	**—**	**156,340**
that are not credit impaired	5,974	110,871	26,014	—	—	—	—	142,859
with significant increase in credit risk	—	1,603	836	—	—	—	—	2,439
that are credit impaired	—	3,985	7,057	—	—	—	—	11,042
Collateralized bank customer loans	**140,835**	**7,788**	**136**	**—**	**—**	**—**	**—**	**148,759**
that are not credit impaired	138,761	7,498	136	—	—	—	—	146,395
with significant increase in credit risk	2,020	73	—	—	—	—	—	2,093
that are credit impaired	54	217	—	—	—	—	—	271
Other	**232**	**1,237**	**6,323**	**46**	**—**	**—**	**—**	**7,838**
that are not credit impaired	232	1,229	6,323	46	—	—	—	7,830
with significant increase in credit risk	—	—	—	—	—	—	—	—
that are credit impaired	—	8	—	—	—	—	—	8
Total	**$ 744,907**	**$ 463,585**	**$ 431,413**	**$ 30,645**	**$ —**	**$ —**	**$ —**	**$ 1,670,550**

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

Aging analysis of past due loans as of June 30, 2025 and March 31, 2025, is as follows:

	June 30, 2025				
	Loans 30-59 Days past due	Loans 60-89 days past due	Loans 90 days or more past due and still accruing	Current loans	Total
Mortgage loans	$ 2,998	$ 1,540	$ 3,159	$ 956,171	$ 963,868
Uncollateralized bank customer loans	3,227	3,093	22,627	229,714	258,661
Right of claim for purchased retail loans	—	—	—	226,357	226,357
Collateralized bank customer loans	215	236	520	222,726	223,697
Car loans	1,050	856	11,499	133,653	147,058
Other	—	—	9	10,925	10,934
Total	**$ 7,490**	**$ 5,725**	**$ 37,814**	**$ 1,779,546**	**$ 1,830,575**

	March 31, 2025				
	Loans 30-59 Days past due	Loans 60-89 days past due	Loans 90 days or more past due and still accruing	Current loans	Total
Mortgage loans	$ 2,835	$ 678	$ 2,562	$ 918,455	$ 924,530
Uncollateralized bank customer loans	3,132	2,099	17,262	226,955	249,448
Right of claim for purchased retail loans	—	—	—	183,635	183,635
Car loans	1,548	892	11,041	142,859	156,340
Collateralized bank customer loans	957	1,135	271	146,396	148,759
Other	—	—	8	7,830	7,838
Total	**$ 8,472**	**$ 4,804**	**$ 31,144**	**$ 1,626,130**	**$ 1,670,550**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The activity in the allowance for credit losses for the three months ended June 30, 2025 and 2024 is summarized in the following tables.

	Allowance for credit losses						
	Mortgage loan	Uncollateralized bank customer loans	Collateralized bank customer loans	Car loans	Right of claim for purchased retail loans	Other	Total
March 31, 2025	**$ (10,699)**	**$ (35,479)**	**$ (3,114)**	**$ (8,465)**	**$ (17,333)**	**$ (25)**	**$ (75,115)**
Charges	(2,027)	(10,143)	(907)	(1,055)	(8,239)	(2,925)	(25,296)
Recoveries	3,571	3,871	1,473	1,145	6,895	—	16,955
Write off	3	—	—	—	—	24	27
Forex	296	1,106	85	247	522	—	2,256
June 30, 2025	**$ (8,856)**	**$ (40,645)**	**$ (2,463)**	**$ (8,128)**	**$ (18,155)**	**$ (2,926)**	**$ (81,173)**

	Allowance for credit losses						
	Mortgage loan	Uncollateralized bank customer loans	Collateralized bank customer loans	Car loans	Right of claim for purchased retail loans	Other	Total
March 31, 2024	**$ (3,033)**	**$ (19,636)**	**$ (80)**	**$ (14,262)**	**$ (6,577)**	**$ (31)**	**$ (43,619)**
Charges	(728)	(6,389)	(116)	(1,526)	(1,490)	(6)	(10,255)
Recoveries	295	3,733	20	3,938	3,473		11,459
Write off	—	—	4	109	—	—	113
Forex	180	1,160	9	621	246		2,216
June 30, 2024	**$ (3,286)**	**$ (21,132)**	**$ (163)**	**$ (11,120)**	**$ (4,348)**	**$ (37)**	**$ (40,086)**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 8 – PROVISION FOR INCOME TAXES

The Group is subject to taxation in Kazakhstan, Kyrgyzstan, Cyprus, Uzbekistan, Germany, Tajikistan, Turkey, the United Arab Emirates, the United Kingdom and the United States of America.

The tax rates used for deferred tax assets and liabilities as of June 30, 2025, and March 31, 2025, were 21% for the United States, 20% for Kazakhstan and Azerbaijan, 18% for Tajikistan, 10% for Kyrgyzstan, 15% for Germany, 12.5% for Cyprus, 25% for Turkey, 25% for United Kingdom, 9% for United Arab Emirates, 18% for Armenia and 15% for Uzbekistan.

During the three months ended June 30, 2025, and 2024, the effective tax rate was equal to 25.0% and 17.6%, respectively.

NOTE 9 – SECURITIES REPURCHASE AGREEMENT OBLIGATIONS

As of June 30, 2025, and March 31, 2025, trading securities included collateralized securities subject to repurchase agreements as described in the following table:

	June 30, 2025			
	Interest rates and remaining contractual maturity of the agreements			
	Average interest rate	Up to 30 days	30-90 days	Total
Securities sold under repurchase agreements				
Non-US sovereign debt	15.05 %	$ 589,831	$ 1,996	$ 591,827
Corporate debt	15.71 %	433,583	34,136	467,719
Corporate equity	13.58 %	10,212	—	10,212
US sovereign debt	15.75 %	1,029	—	1,029
Total securities sold under repurchase agreements		**$ 1,034,655**	**$ 36,132**	**$ 1,070,787**

	March 31, 2025			
	Interest rate and remaining contractual maturity of the agreements			
	Average interest rate	Up to 30 days	30-90 days	Total
Securities sold under repurchase agreements				
Non-US sovereign debt	15.74 %	$ 904,940	$ 2,364	$ 907,304
Corporate debt	15.95 %	423,572	87,120	510,692
Corporate equity	3.25 %	447	—	447
Total securities sold under repurchase agreements		**$ 1,328,959**	**$ 89,484**	**$ 1,418,443**

The fair value of collateral pledged under repurchase agreements as of June 30, 2025, and March 31, 2025, was $1,076,783 and $1,436,271, respectively.

Securities pledged as collateral by the Group under repurchase agreements include trading securities, available-for-sale, and held-to-maturity securities with market quotes and significant trading volume.

As of June 30, 2025 and March 31, 2025, securities repurchase agreement obligations included accrued interest in the amount of $3,062 and $4,798, with a weighted average maturity of 10 days and 10 days, respectively.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 10 – CUSTOMER LIABILITIES

The Group recognizes customer liabilities associated with deposit funds of its brokerage and bank customers. As of June 30, 2025, and March 31, 2025, customer liabilities consisted of:

	June 30, 2025		March 31, 2025	
	Amount	Interest	Amount	Interest
Interest bearing deposits:				
Term deposits	$ 1,751,952	0.04% - 18%	$ 1,722,313	0.05% - 18.3%
Total interest bearing deposits	**$ 1,751,952**		**$ 1,722,313**	
Non-interest-bearing deposits:				
Brokerage customers	$ 2,180,825		$ 2,167,111	
Customer accounts	513,970		415,575	
Total non-interest-bearing accounts	**$ 2,694,795**		**$ 2,582,686**	
Total customer liabilities	**$ 4,446,747**		**$ 4,304,999**	

In accordance with Kazakhstan law requirements, commercial banks conclude agreements with JSC Kazakhstan Deposit Insurance Fund ("KDIF"), under which banks are required to pay commissions to KDIF on a periodic basis, the amount of which depends on the term deposits and demand deposits received by banks from their customers. Under the agreement, KDIF insures the term deposits and demand deposits up to $38 for each customer. As at June 30, 2025, and March 31, 2025, respectively, the Group had total amounts in excess of insured bank term deposits of $681,658 and $669,753 for all customers.

NOTE 11 – MARGIN LENDING AND TRADE PAYABLES

As of June 30, 2025, and March 31, 2025, margin lending and trade payables of the Group comprised the following:

	June 30, 2025	March 31, 2025
Margin lending payables	$ 953,181	$ 1,290,569
Payables to suppliers of goods and services	29,610	20,096
Payables to merchants	4,374	5,982
Other	5,981	5,594
Total margin lending and trade payables	**$ 993,146**	**$ 1,322,241**

The fair value of collateral held by the Group under margin loans as of June 30, 2025, and March 31, 2025 was $3,641,456 and $4,521,411, respectively.

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 12 – DEBT SECURITIES ISSUED

As of June 30, 2025, and March 31, 2025, outstanding debt securities issued by the Group included the following:

Debt securities issued by:	Principal Amount as of June 30, 2025	Principal Amount as of March 31, 2025	Interest rate	Issue date	Maturity date	Denominated Currency
Freedom SPC bonds due 2026	$ 201,087	$ 201,311	10.5%	September, 2024	September, 2026	USD
Freedom SPC bonds due 2028	200,284	200,305	1-2 years: 12% 3-5 years: EFFR + 6.5%	December, 2023	December, 2028	USD
Freedom SPC bonds due 2027	160,775	—	10.0%	May, 2025	May, 2027	USD
Freedom SPC bonds due 2026	64,865	64,801	5.5%	October, 2021	October, 2026	USD
Freedom SPC bonds due 2027	38,048	—	8.0%	May, 2025	May, 2027	EUR
Freedom SPC bonds due 2027	1,017	—	9.0%	May, 2025	May, 2027	CNY
Accrued interest	4,049	3,134				
Total debt securities issued	**$ 670,125**	**$ 469,551**				

The Freedom SPC bonds are denominated in U.S. dollars, euros, Chinese yuans and were issued under Astana International Financial Centre ("AIFC") law and trade on the AIX. The Group is a guarantor of the Freedom SPC bonds.

The Freedom SPC bonds due 2026 bear interest at an annual rate of 5.5% and 10.5%. The maturity dates for those bonds are in October and September 2026. Interest payments are due to be paid semi-annually in April and October, and on a quarterly basis.

For the first two years of Freedom SPC bonds due 2028, the annual interest rate is 12% and for subsequent years the interest rate will be fixed and set as the sum of Effective Federal Funds Rate (EFFR) as of December 10, 2025 and a margin of 6.5%. Interest is paid on a monthly basis. The bondholders have a right of early redemption after two years at nominal value plus accrued interest. After two years, following the issue date, the issuer has the option to redeem the bonds in full or in part at nominal value plus accrued interest.

During the three months ended June 30, 2025, the Group issued additional bonds with the aggregate amount of $199,204 with an annual interest rate of 8%, 9% and 10% and maturity date in May 2027. Interest is paid on a quarterly basis.

Debt securities issued are initially recognized at the fair value of the consideration received, less directly attributable transaction costs.

The Group has no financial covenants to comply with under the terms of its debt securities.

FREEDOM HOLDING CORP.

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NOTE 13 – INSURANCE CONTRACTS ASSETS AND LIABILITIES FROM INSURANCE ACTIVITIES

As of June 30, 2025, and March 31, 2025, the Group recognized insurance-related assets and liabilities arising from its underwriting and reinsurance activities.

The disclosures below relate solely to the Group's insurance operations and not to its other operating segments (Banking, Brokerage, and Other).

Nature of Insurance Products

The Group offers the following insurance products:
- Long-Duration Contracts: Life insurance and annuity contracts
- Short-Duration Contracts: General insurance products, including property (including automobile), accident, casualty, and civil liability lines.

As of June 30, 2025, and March 31, 2025, insurance and reinsurance receivables of the Group were comprised of the following:

Insurance contract assets

	June 30, 2025	March 31, 2025
Assets:		
Amounts due from policyholders	$ 10,540	$ 15,197
Claims receivable from reinsurance	5,028	3,023
Amounts due from reinsured	4,665	5,583
Advances paid for reinsurance	1,467	5,364
Less provision for impairment losses	(3,669)	(2,432)
Insurance and reinsurance receivables	**18,031**	**26,735**
Unearned premium reserve, reinsurers’ share	5,558	7,028
Reserves for claims and claims’ adjustment expenses, reinsurers’ share	2,343	3,420
Total	**$ 25,932**	**$ 37,183**

As of June 30, 2025, and March 31, 2025, insurance and reinsurance payables of the Company was comprised of the following:

	June 30, 2025	March 31, 2025
Liabilities:		
Amounts payable to insured	6,373	9,417
Amounts payable to agents and brokers	3,747	6,287
Amounts payable to reinsurers	841	1,669
Insurance and reinsurance payables:	**10,961**	**17,373**
Unearned premium reserve	102,735	87,194
Reserves for claims and claims’ adjustment expenses	405,361	376,972
Total	**$ 519,057**	**$ 481,539**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

Reserve Rollforward Table

	June 30, 2025	March 31, 2025
Reserves for claims and claims' adjustment expenses, beginning of the period	$ 376,972	$ 223,693
Reinsurance share, beginning of the period	(3,420)	(4,032)
Reserves for claims and claims' adjustment expenses, net of reinsurance	**373,552**	**219,661**
Claims and claims' adjustment expenses incurred:		
Current period	49,209	234,782
Prior periods, excluding discount and amortization of deferred gain	6,215	(6,429)
Total claims and claims' adjustment expenses incurred	**55,424**	**228,353**
Claims and claims' adjustment expenses paid:		
Current period	(6,475)	(27,551)
Prior periods	(8,115)	(14,290)
Total claims and claims' adjustment expenses paid	**(14,590)**	**(41,841)**
Other changes:		
Foreign exchange effect	(11,368)	(32,621)
Total other changes	**(11,368)**	**(32,621)**
Reserves for claims and claims' adjustment expenses, end of the period	405,361	376,972
Reinsurance share, end of the period	(2,343)	(3,420)
Total	**$ 403,018**	**$ 373,552**

Allocation by Contract Type

Reserves for claims and claims' adjustment expenses, net of reinsurance	Long-Duration	Short-Duration	Total
June 30, 2025	$ 319,393	$ 83,625	$ 403,018
March 31, 2025	$ 289,275	$ 84,277	$ 373,552

NOTE 14 - FEE AND COMMISSION INCOME AND EXPENSE

Fee and commission income is recognized when, or as, the Group satisfies its performance obligations by transferring the promised services to the customers. A service is transferred to a customer when, or as, the customer obtains control of that service. A performance obligation may be satisfied at a point in time or over time. Revenue from a performance obligation satisfied at a point in time is recognized at the point in time that the Group determines the customer obtains control over the promised service. Revenue from a performance obligation satisfied over time is recognized by measuring the Group's progress in satisfying the performance obligation in a manner that depicts the transfer of the services to the customer. The amount of revenue recognized reflects the consideration the Group expects to receive in exchange for those promised services (i.e., the "transaction price"). In determining the transaction price, the Group considers multiple factors, including the effects of variable consideration, if any.

The Group's revenues from contracts with customers are recognized when the Group's performance obligations are satisfied at an amount that reflects the consideration expected to be received in exchange for such services. The majority of the Group's performance obligations are satisfied at a point in time and are typically collected from customers by debiting their brokerage account with the Group.

Brokerage Services

The Group earns commission revenue by executing, settling and clearing transactions with customers primarily in exchange-traded and over-the-counter financial instruments related to corporate equity and debt securities, money market instruments and exchange-traded options and futures contracts. Trade execution and clearing services, when provided together, represent a single performance obligation, as the services are not separately identifiable in the context of the contract. Commission revenue associated with combined trade execution and clearing services, as well as trade execution services on a standalone basis, are recognized at a point in time on trade date when the performance obligation is satisfied.

Banking Services

The Group earns revenue from two primary streams related to commissions from bank services:

- The Group earns banking commissions by executing customer orders for money transfer, purchase and sale of foreign currency, and other banking services. A substantial portion of the Group's revenue is derived from commissions from private customers through accounts with transaction-based pricing. Commission revenue is collected and recognized by the Company at a point in time at the execution of the order.
- Interchange — The Group acts as an agent between customers and international payment systems, such as VISA and MasterCard. When using third-party payment platforms or networks, the Group is an agent for the payment processing services to retail customers and, therefore, revenue is recognized on a net basis, as the Group is not primarily responsible for fulfilling the payment processing on third parties' payment platforms/networks and has no discretion in establishing the selling price of the payment processing service to the retail customer on third party payment platforms/networks. Fees from customers using third-party payment platform are earned for processing debit card transactions.

The Group launched a cashback-based loyalty program, according to which cashbacks are provided for purchases made with bank's card, depending on the customer loyalty-level. If cash or another form of consideration provided to a customer, the Group reduces the transaction price. During the three months ended June 30, 2025, the Group netted its cashback incentives with bank services fee in the amount of $24.0 million.

Payment Processing

The Group earns revenue from two primary streams related to payment processing:

- Commissions from payment processing services, which include activities such as authorization, clearing, and settlement of electronic payments. The Company recognizes revenue at the time when the payment card transaction is completed. Commission rates are based on the amounts of transactions. Fees are typically billed and paid monthly.

- Provision of IT infrastructure to merchants to facilitate payments. The Company recognizes revenue at the time when the performance obligation is satisfied which is as soon as payments are facilitated. These services are typically provided under a commission rate from amounts of facilitated payments. Fees are typically billed and paid monthly.

Underwriting and market-making services

The Group earns underwriting revenues by providing capital raising solutions for corporate customers through initial public offerings, follow-on offerings, equity-linked offerings, private investments in public entities, and private placements. Underwriting revenues are recognized at a point in time on the relevant placement date, as the customer obtains the control and benefit of the capital markets offering at that point. These revenues are generally received within 90 days after the placement date. Transaction-related expenses, primarily consisting of legal, travel and other costs directly associated with the transaction, are included in underwriting revenues. These costs are deferred and recognized in the same period as the related investment banking transaction revenue. However, if the transaction is abandoned and does not close, the accounting treatment for the transaction-related costs may differ. In such cases, the accounting principles typically require the immediate recognition of the transaction-related expenses as an expense in the period in which the decision to abandon the transaction is made. This ensures that the costs associated with the abandoned transaction are recognized and reflected accurately in the financial statements of the entity.

Receivables and Contract Balances

Receivables arise when the Group has an unconditional right to receive payment under a contract with a customer and are derecognized when the cash is received. Margin lending, brokerage and other receivables are disclosed in Note 6 "*Margin Lending, Brokerage and Other Receivables, Net*" in the notes to consolidated financial statements.

Contract assets arise when the revenue associated with the contract is recognized before the Group's unconditional right to receive payment under a contract with a customer (i.e., unbilled receivable) and are derecognized when either it becomes a receivable or the cash is received. As of June 30, 2025 and March 31, 2025 contract asset balances were not material.

Contract liabilities arise when customers remit contractual cash payments in advance of the Group satisfying its performance obligations under the contract and are derecognized when the revenue associated with the contract is recognized either when a milestone is met triggering the contractual right to bill the customer or when the performance obligation is satisfied. As of June 30, 2025 and March 31, 2025 contract liability balances were not material.

During the three months ended June 30, 2025 and June 30, 2024 fee and commission income was comprised of:

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	Three months ended June 30, 2025				
	Brokerage	Banking	Insurance	Other	Total
Brokerage services	$ 102,877	$ —	$ —	$ —	$ 102,877
Commission income from payment processing	—	—	—	5,933	5,933
Agency fee income	—	—	—	4,538	4,538
Underwriting and market-making services	2,905	—	—	—	2,905
Bank services	—	(9,379)	—	—	(9,379)
Other fee and commission income	43	554	—	171	768
Total fee and commission income	**$ 105,825**	**$ (8,825)**	**$ —**	**$ 10,642**	**$ 107,642**
Agency fee expense	—	14	65,858	—	65,872
Bank services	2,036	5,562	174	86	7,858
Brokerage services	7,591	27	2	24	7,644
Central Depository services	328	—	—	—	328
Exchange services	205	—	—	20	225
Other commission expenses	627	—	—	2,317	2,944
Total fee and commission expense	**$ 10,787**	**$ 5,603**	**$ 66,034**	**$ 2,447**	**$ 84,871**

	Three months ended June 30, 2024				
	Brokerage	Banking	Insurance	Other	Total
Brokerage services	$ 93,167	$ —	$ —	$ —	$ 93,167
Commission income from payment processing	—	—	—	8,563	8,563
Agency fee income	—	—	115	4,593	4,708
Underwriting and market-making services	4,702	—	—	—	4,702
Bank services	—	2,516	—	—	2,516
Other fee and commission income	74	280	—	1,479	1,833
Total fee and commission income	**$ 97,943**	**$ 2,796**	**$ 115**	**$ 14,635**	**$ 115,489**
Agency fee expense	—	32	64,784	—	64,816
Bank services	1,008	2,471	101	63	3,643
Brokerage services	3,274	23	1	6	3,304
Exchange services	521	—	—	20	541
Central Depository services	208	—	—	—	208
Other commission expenses	666	—	1	6,968	7,635
Total fee and commission expense	**$ 5,677**	**$ 2,526**	**$ 64,887**	**$ 7,057**	**$ 80,147**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 15 – NET GAIN ON TRADING SECURITIES

During the three months ended June 30, 2025 and June 30, 2024, net gain on trading securities was comprised of:

	Three Months Ended June 30, 2025	Three Months Ended June 30, 2024
Net unrealized gain/(loss) recognized during the reporting period on trading securities still held at the reporting date	$ 37,736	$ (64,943)
Net gain recognized during the period on trading securities sold during the period	7,866	12,841
Net gain/(loss) recognized during the period on trading securities	**$ 45,602**	**$ (52,102)**

During the three months ended June 30, 2025, the Group sold securities for a gain of $7,866 and recognized unrealized gain in the amount of $37,736. The principal factor contributing to the unrealized net gain is the increase in prices of debt securities with the Ministry of Finance of the Republic of Kazakhstan. During the three months ended June 30, 2024 the Group sold securities for a gain of $12,841 and recognized unrealized loss in the amount of $64,943.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 16 - NET INTEREST INCOME/EXPENSE

Net interest income/expense includes:

	Three months ended June 30, 2025	Three months ended June 30, 2024
Interest income:		
Interest income on loans to customers	$ 61,694	$ 52,367
Interest income on margin loans to customers	60,289	51,067
Interest income on trading securities	52,576	107,128
Interest income on securities available-for-sale	13,383	8,400
Interest income on reverse repurchase agreements and amounts due from banks	5,456	7,042
Interest income on held-to-maturity securities	5,173	—
Total interest income	**$ 198,571**	**$ 226,004**
Interest expense:		
Interest expense on securities repurchase agreement obligations	$ 45,461	$ 92,407
Interest expense on customer accounts and deposits	39,332	23,127
Interest expense on debt securities issued	13,751	6,969
Interest expense on margin lending payable	13,374	23,123
Interest expense on loans received	510	44
Other interest expense	982	48
Total interest expense	**$ 113,410**	**$ 145,718**
Net interest income	**$ 85,161**	**$ 80,286**

NOTE 17 - NET GAIN ON DERIVATIVES

	Three months ended June 30, 2025	Three months ended June 30, 2024
Net realized gain on derivatives	$ 17,413	$ 4,344
Net unrealized (loss)/gain on derivatives	(1,954)	8,150
Total net gain on derivatives	**$ 15,459**	**$ 12,494**

NOTE 18 – RELATED PARTY TRANSACTIONS

Related party transactions as of June 30, 2025 and March 31, 2025, consisted of the following:

	June 30, 2025		March 31, 2025	
	Related party balances	*Total category as per financial statements captions*	*Related party balances*	*Total category as per financial statements captions*
ASSETS				

Cash and cash equivalents	**$ 2,067**	**$ 567,907**	**$ 2,233**	**$ 837,302**
Companies controlled by management	2,067		2,233	
Restricted cash	**$ 30**	**$ 1,100,959**	**$ 30**	**$ 807,468**
Companies controlled by management	30		30	
Investment securities	**$ 1,139**	**$ 2,796,881**	**$ 1,174**	**$ 2,814,733**
Companies controlled by management	1,139		1,174	
Margin lending, brokerage and other receivables, net	**$ 14,056**	**$ 2,896,713**	**$ 41,308**	**$ 3,319,145**
Management	12,400		10,080	
Companies controlled by management	1,652		31,228	
Other	4		—	
Loans issued	**$ 231,731**	**$ 1,749,402**	**$ 188,445**	**$ 1,595,435**
Management	351		291	
Companies controlled by management	231,380		188,154	
Other assets, net	**$ 17,122**	**$ 197,224**	**$ 18,080**	**$ 168,541**
Management	103		486	
Companies controlled by management	17,019		17,594	
LIABILITIES				
Customer liabilities	**$ 149,572**	**$ 4,446,747**	**$ 48,161**	**$ 4,304,999**
Management	18,644		13,827	
Companies controlled by management	129,286		32,607	
Other	1,642		1,727	
Margin lending and trade payables	**$ 1,617**	**$ 993,146**	**$ 1,307**	**$ 1,322,241**
Management	—		201	
Companies controlled by management	1,617		1,106	
Liabilities from insurance activity	**$ 10,484**	**$ 519,057**	**$ 5,960**	**$ 481,539**
Companies controlled by management	10,484		5,960	
Other liabilities	**$ 1,640**	**$ 184,772**	**$ 1,407**	**$ 129,737**
Management	1,424		1,281	

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

Companies controlled by management	215	125
Other	1	1

	Three Months Ended June 30, 2025		Three Months Ended June 30, 2024	
	Related party amounts	*Total category as per financial statements captions*	*Related party amounts*	*Total category as per financial statements captions*
Revenue:				
Fee and commission income	**$ 684**	**$ 107,642**	**$ 866**	**$ 115,489**
Management	147		219	
Companies controlled by management	533		645	
Other	4		2	
Interest income	**$ 583**	**$ 198,571**	**$ 270**	**$ 226,004**
Management	266		205	
Companies controlled by management	317		65	
Insurance premiums earned, net of reinsurance	**$ 5,927**	**$ 153,257**	**$ 1,149**	**$ 129,408**
Management	11		3	
Companies controlled by management	5,914		500	
Other	2		646	
Expense:				
Fee and commission expense	**$ 1,411**	**$ 84,871**	**$ 157**	**$ 80,147**
Management	1		—	
Companies controlled by management	1,410		157	
Interest expense	**$ 436**	**$ 113,410**	**$ 381**	**$ 145,718**
Management	110		109	
Companies controlled by management	313		267	
Other	13		5	
Advertising and sponsorship expense	**$ 5,513**	**$ 24,463**	**$ 2,045**	**$ 21,896**
Companies controlled by management	5,513		2,045	
General and administrative expense	**$ 681**	**$ 41,975**	**$ 680**	**$ 40,410**
Management	343		233	
Companies controlled by management	338		447	

As of June 30, 2025 and March 31, 2025, the Group had loans issued which included uncollateralized bank customer loans purchased from FFIN Credit, a company outside of the Group which is controlled by Timur Turlov.

As of June 30, 2025, 56% of the Group's total related party other assets consisted of a prepayment to Freedom Data Centers LLP (formerly, Freedom Telecom LLP) for the potential acquisition of A-Telecom LLP compared to 55% as of March 31, 2025. The potential acquisition of A-Telecom LLP is part of the Group’s strategy to expand its presence in the telecommunications market in Kazakhstan and to develop a digital fintech ecosystem. Freedom Data Centers LLP is considered a related party based on the scale of its economic transactions with the Group.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

As of June 30, 2025, 6% of the Group's total related party customer liabilities were bank deposits from Turlov Family Office Securities (PTY) LTD held with Freedom Bank KZ, compared to 13% as of March 31, 2025. Turlov Family Office Securities (PTY) LTD is a private securities brokerage company that is wholly owned by Mr. Timur Turlov. Additionally, 64% of the Group's total related party customer liabilities as of June 30, 2025 were from a private company ITS Central Securities Depository Limited, compared to 1% as of March 31, 2025. Private company ITS Central Securities Depository Limited is a subsidiary of International Trading System Limited, an affiliate of the Group.

As of both June 30, 2025 and March 31, 2025, 99.9% of the Group's total related party liabilities from insurance activity were liabilities from FFIN Credit. The Group provides voluntary credit risk insurance covering losses arising from borrower defaults on microloan agreements originated by FFIN Credit. In addition, during the three months ended June 30, 2025, the Group recognized $5,462 insurance premiums earned, net of reinsurance, from such insurance services.

The Group continues to support the development of chess and football in Kazakhstan. During the three months ended June 30, 2025, the Group incurred advertising and sponsorship expense from Kazakhstan Chess Federation in the amount of $1,608 and from Freedom Youth Football League of Kazakhstan in the amount of $2,526. Kazakhstan Chess Federation is a Kazakhstan-based company in which Timur Turlov holds a management position. Freedom Youth Football League of Kazakhstan is a Kazakhstan-based company fully owned by Turlov Private Holding, in which Timur Turlov holds 99.9% of the shares. The sponsorship contributions to the Kazakhstan Chess Federation and Freedom Youth Football League of Kazakhstan during the three months ended June 30, 2025 were made to support the preparation and holding of championships, tournaments, training camps and other events.

NOTE 19 – STOCKHOLDERS' EQUITY

During the three months ended June 30, 2025, the Company awarded stock grants totaling 211,691 shares, 99,929 of which were vested on the date of the award.

The table below presents Stock Incentive Plan awards granted on the dates indicated.

Stock awards granted on:	Units
April 8, 2025 immediate stock grants	92,979
April 8, 2025	22,612
May 29, 2025 immediate stock grants	6,950
May 29, 2025	89,150

NOTE 20 – STOCK BASED COMPENSATION

The compensation expense related to restricted and non-restricted stock grants was $23,054 during the three months ended June 30, 2025, and $10,615 during the three months ended June 30, 2024. As of June 30, 2025 there was $73,597 of total unrecognized compensation cost related to non-vested shares of common stock granted, and $49,256 during the three months ended June 30, 2024. The cost is expected to be recognized over a weighted average period of 4.38 years. The compensation expense related to stock awards, which vested on the date of the award was $11,754 and $3,230 during the three months ended June 30, 2025 and June 30, 2024, respectively.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The Company has determined the fair value of shares awarded during the three months ended June 30, 2025, using the Monte Carlo valuation model based on the following key assumptions:

Stock awards granted	Term (years)	Volatility	Risk-free rate
April 8, 2025	3.80	35.80 %	3.78 %
May 29, 2025	4.66	38.85 %	3.98 %

The table below summarizes the activity for the Company's stock awards during the three months ended June 30, 2025:

	Shares	Weighted Average Fair Value
Outstanding, at March 31, 2025	**1,207,307**	**97,748**
Granted	211,691	27,348
Vested	(226,129)	(16,571)
Forfeited/cancelled/expired	—	—
Outstanding, at June 30, 2025	**1,192,869**	**108,525**

NOTE 21 – LEASES

At June 30, 2025, the Group was obligated under a number of noncancellable leases, predominantly operating leases of office space, which expire at various dates through 2034. The Group's primary involvement with leases is in the capacity as a lessee where a Group leases premises to support its business.

The Group determines whether a contract is or contains a lease at inception of the contract and whether that lease meets the classification criteria of a finance or operating lease. Operating lease liabilities and right-of-use (ROU) assets are recognized at the lease commencement date based on the present value of the future minimum lease payments over the lease term. The future lease payments are discounted at a rate that estimates the Company’s collateralized borrowing rate for financing instruments of a similar term and are included in accounts payable and other liabilities. The operating lease ROU asset, included in premises and equipment, also includes any lease prepayments made, plus initial direct costs incurred, less any lease incentives received. The Company recognizes fixed lease costs on a straight-line basis throughout the lease term in the Consolidated Statement of Income. Certain of these leases also have extension or termination options, and the Company assesses the likelihood of exercising such options. If it is reasonably certain that the Group will exercise the options to extend, then we include the impact in the measurement of our ROU assets and lease liabilities.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

When readily determinable, the Company uses the rate implicit in the lease to discount lease payments to present value; however, the rate implicit on most of the Group's leases are not readily determinable. Therefore, the Company must discount lease payments based on an estimate of its incremental borrowing rate.

The table below presents the lease related assets and liabilities recorded on the Company's condensed consolidated balance sheets as of June 30, 2025 and March 31, 2025:

	Classification on Balance Sheet	June 30, 2025	March 31, 2025
Assets			
Operating lease assets	Right-of-use asset	$ 39,631	$ 39,828
Total lease assets		**$ 39,631**	**$ 39,828**
Liabilities			
Operating lease liability	Lease liability	$ 41,042	$ 40,525
Total lease liability		**$ 41,042**	**$ 40,525**

The following table presents as of June 30, 2025, the maturities of the lease liabilities:

Leases maturing during the period ending March 31,	
2026	$ 12,362
2027	15,957
2028	11,819
2029	5,440
2030	3,434
Thereafter	2,049
Total payments	51,061
Less: amounts representing interest	(10,019)
Lease liability, net	**$ 41,042**
Weighted average remaining lease term (in months)	30
Weighted average discount rate	14 %

Lease commitments for short-term operating leases as of June 30, 2025 and June 30, 2024 was approximately $2,229 and $1,896, respectively. The Group's rent expense for office space was $2,689 for the three months ended June 30, 2025 and $2,154 for the three months ended June 30, 2024.

The Group has leases that involve variable payments tied to an index, which are considered in the measurement of operating lease ROU assets and operating lease liabilities.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 22 – ACQUISITIONS OF SUBSIDIARIES

Acquisition of Astel Group Ltd.

On April 30, 2025, the Company acquired 100% interest in Astel Group Ltd. Astel Group Ltd. is a provider of digital solutions and telecommunications services, and ranks among the largest telecom operators in Kazakhstan. Astel Group Ltd. provides advanced IT solutions including information security and cloud services.

The purpose of the acquisition of Astel Group Ltd. was to use the acquired assets and licenses to develop our telecommunications business.

At the reporting date, June 30, 2025, final valuation of Astel Group Ltd. was not completed. According to the preliminary results, as of April 30, 2025, the date of the acquisition of Astel Group Ltd., the fair value of net assets of Astel Group Ltd. was $20,604. The total purchase price was allocated as follows:

	As of April 30, 2025
ASSETS	
Cash and cash equivalents	7,678
Fixed assets, net	5,577
Margin lending, brokerage and other receivables, net	5,487
Current income tax asset	575
Intangible assets	314
Other assets, net	3,320
TOTAL ASSETS	**22,951**
LIABILITIES	
Margin lending and trade payables	828
Other liabilities	1,519
TOTAL LIABILITIES	**2,347**
Net assets acquired	**20,604**
Goodwill	1,740
Total purchase price	**22,344**

NOTE 23 – COMMITMENTS AND CONTINGENT LIABILITIES

Legal, regulatory and governmental matters

The Group is involved in various claims and legal proceedings that arise in the normal course of business. The Group recognizes a liability when a loss is considered probable and the amount can be reasonably estimated. If a material loss contingency is reasonably possible but not probable, the Group does not record a liability but discloses the nature and amount of the claim, as well as an estimate of the potential loss, if such an estimate can be determined. Legal fees are recorded as expenses when incurred. While the Group does not anticipate that the resolution of any current claims or proceedings will significantly impact its financial position, an adverse outcome in some or all of these cases could materially affect the Group's results of operations or cash flows for specific periods. For many of the matters involving the Group, particularly those in early stages, we cannot reasonably estimate the reasonably possible loss (or range of loss), if any. In addition, the ultimate outcome of legal proceedings involves judgments and inherent uncertainties and cannot be predicted with certainty. This assessment is based on the Group's current understanding of relevant facts and circumstances, and the Group's perspective on these matters may evolve with future developments.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

The Group accounts for potential losses related to litigation in accordance with FASB ASC Topic 450, "Contingencies." As of June 30, 2025 and March 31, 2025, accruals for potential losses related to legal, regulatory and governmental actions and proceedings were not material.

Einride arbitration case

In January 2025, Einride AB, a limited liability company based in Stockholm, Sweden, specializing in electric and self-driving vehicle technologies ("Einride"), filed a request for arbitration and statement of claim with the SCC Arbitration Institute against the Company (the "Claim"). The Claim is related to the Einride's raising of a convertible loan through subscription to its convertible debentures. The Claim alleges that the Company failed to pay to subscribe for a nominal convertible debenture amount of $10,000, allegedly in breach of a Subscription Commitment signed between Einride and the Company in 2024. Einride seeks monetary damages in the amount of $10,000, together with applicable interest and legal costs. The Company contests the Claim and the relief sought by Einride. The arbitration is being administered under the SCC Arbitration Rules. The arbitration tribunal has been formed and, according to the agreed procedural timeline, the final award is preliminarily scheduled to be issued in May 2026.

Off-balance sheet financial instruments

Freedom Bank KZ is a party to certain off-balance sheet financial instruments. These financial instruments include guarantees and unused commitments under existing lines of credit. These commitments expose the Group to varying degrees of credit and market risk which are essentially the same as those involved in extending loans to customers, and are subject to the same credit policies used in underwriting loans. Collateral may be obtained based on Freedom Bank KZ's credit evaluation of the counterparty. The Group's maximum exposure to credit loss is represented by the contractual amount of these commitments.

Unused commitments under lines of credit

Unused commitments under lines of credit include commercial, commercial real estate, home equity and consumer lines of credit to existing customers. These commitments may mature without being fully funded.

Unused commitments under guarantees

Unused commitments under guarantees are conditional commitments issued by Freedom Bank KZ to provide bank guarantees to customers. These commitments may mature without being fully funded.

Bank guarantees

Bank guarantees are conditional commitments issued by Freedom Bank KZ to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support trade transactions or guarantee arrangements. The credit risk involved in issuing guarantees is essentially the same as that involved in extending loan facilities to customers. A significant portion of the issued guarantees are collateralized by cash. Total lending related commitments outstanding as of June 30, 2025, and March 31, 2025, were as follows:

	As of June 30, 2025	As of March 31, 2025
Unused commitments under lines of credits and guarantees	$ 102,390	$ 44,239
Bank guarantees	19,697	15,039
Total	**$ 122,087**	**$ 59,278**

Capital expenditure commitments

As of June 30, 2025, the Group had contractual capital expenditure commitments of approximately $96,671 related to Freedom Telecom Operations Ltd. for equipment and software acquisition. These commitments are expected to be settled under the relevant agreements within the 5-year period and fall within the scope of the Group's ordinary capital investment activities.

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

NOTE 24 – SEGMENT REPORTING

The following tables summarize the Company's Statement of Operations by its reportable segments for the periods presented. There are no revenues from transactions between the segments and intercompany balances have been eliminated in disclosures.

	Three months ended June 30, 2025				
STATEMENT OF OPERATIONS	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fee and commission income	$ 105,825	$ (8,825)	$ —	$ 10,642	$ 107,642
Net gain on trading securities	7,063	29,665	4,096	4,778	45,602
Interest income	64,940	115,929	16,500	1,202	198,571
Insurance premiums earned, net of reinsurance	—	—	153,257	—	153,257
Net (loss)/gain on foreign exchange operations	(2,445)	(13,850)	(142)	3,544	(12,893)
Net gain/(loss) on derivative	50	16,900	—	(1,491)	15,459
Sales of goods and services	—	—	—	17,224	17,224
Other income	827	6,423	308	1,003	8,561
TOTAL REVENUE, NET	**176,260**	**146,242**	**174,019**	**36,902**	**533,423**
Fee and commission expense	10,787	5,603	66,034	2,447	84,871
Interest expense	16,082	79,237	2,629	15,462	113,410
Insurance claims incurred, net of reinsurance	—	—	80,285	—	80,285
Payroll and bonuses	34,193	19,241	8,131	31,536	93,101
Professional services	1,917	195	707	10,205	13,024
Stock compensation expense	6,213	3,070	10,451	3,320	23,054
Advertising and sponsorship expense	8,262	923	249	15,029	24,463
General and administrative expense	10,788	12,316	2,074	16,797	41,975
(Recovery of)/allowance for expected credit losses	(2,323)	5,624	1,185	336	4,822
Cost of sales	—	—	—	13,903	13,903
TOTAL EXPENSE	**85,919**	**126,209**	**171,745**	**109,035**	**492,908**
INCOME/(LOSS) BEFORE INCOME TAX	**$ 90,341**	**$ 20,033**	**$ 2,274**	**$ (72,133)**	**$ 40,515**
Income tax expense	(15,993)	(2,662)	(4,118)	12,654	(10,119)
NET INCOME/(LOSS)	**$ 74,348**	**$ 17,371**	**$ (1,844)**	**$ (59,479)**	**$ 30,396**

(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	Three months ended June 30, 2024				
STATEMENTS OF OPERATIONS	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fee and commission income	$ 97,943	$ 2,796	$ 115	$ 14,635	$ 115,489
Net gain/(loss) on trading securities	874	(50,007)	139	(3,108)	(52,102)
Interest income	62,789	146,063	15,699	1,453	226,004
Insurance premiums earned, net of reinsurance	—	—	129,408	—	129,408
Net gain/(loss) on foreign exchange operations	9,957	(19,695)	1,120	16,707	8,089
Net gain on derivative	876	11,618	—	—	12,494
Sales of goods and services	—	—	—	5,220	5,220
Other income	2,477	427	782	6,711	10,397
TOTAL REVENUE, NET	**174,916**	**91,202**	**147,263**	**41,618**	**454,999**
Fee and commission expense	5,677	2,526	64,887	7,057	80,147
Interest expense	34,621	99,887	3,883	7,327	145,718
Insurance claims incurred, net of reinsurance	—	—	47,309	—	47,309
Payroll and bonuses	25,251	6,117	6,861	19,295	57,524
Professional services	2,389	96	277	4,506	7,268
Stock compensation expense	5,315	1,956	875	2,469	10,615
Advertising and sponsorship expense	11,944	1,064	350	8,538	21,896
General and administrative expense	10,213	12,385	5,218	12,594	40,410
Allowance for/(recovery of) expected credit losses	(329)	(1,121)	325	(645)	(1,770)
Cost of sales	—	—	—	4,284	4,284
TOTAL EXPENSE	**95,081**	**122,910**	**129,985**	**65,425**	**413,401**
INCOME/(LOSS) BEFORE INCOME TAX	**$ 79,835**	**$ (31,708)**	**$ 17,278**	**$ (23,807)**	**$ 41,598**
Income tax (expense)/benefit	(10,204)	3,225	(3,475)	3,115	(7,339)
NET INCOME/(LOSS)	**$ 69,631**	**$ (28,483)**	**$ 13,803**	**$ (20,692)**	**$ 34,259**

The following tables summarize the Company's total assets and total liabilities by its business segments as of the dates presented. Intercompany balances have been eliminated for separate disclosure.

	June 30, 2025				
	Brokerage	**Banking**	**Insurance**	**Other**	**Total**
Total assets	$ 4,227,175	$ 4,236,036	$ 750,319	$ 476,223	$ 9,689,753
Total liabilities	3,282,684	3,745,873	599,347	832,790	8,460,694
Net assets	**$ 944,491**	**$ 490,163**	**$ 150,972**	**$ (356,567)**	**$ 1,229,059**

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	March 31, 2025				
	Brokerage	Banking	Insurance	Other	Total
Total assets	$ 4,344,555	$ 4,441,315	$ 712,352	$ 415,795	$ 9,914,017
Total liabilities	3,588,781	3,936,900	571,335	602,643	8,699,659
Net assets	**$ 755,774**	**$ 504,415**	**$ 141,017**	**$ (186,848)**	**$ 1,214,358**

The following table presents revenues for the three months ended June 30, 2025 and 2024, and long-lived assets as of June 30, 2025 and March 31, 2025, classified by the major geographic areas based on subsidiaries' location.

	Three months ended June 30, 2025				
Revenue	Brokerage	Banking	Insurance	Other	Total
Kazakhstan	$ 113,435	$ 146,158	$ 174,019	$ 27,954	$ 461,566
Armenia	43,661	—	—	—	43,661
Cyprus	17,265	—	—	3,191	20,456
US	909	—	—	4,872	5,781
Other	990	84	—	885	1,959
TOTAL REVENUE, NET	**$ 176,260**	**$ 146,242**	**$ 174,019**	**$ 36,902**	**$ 533,423**

	Three months ended June 30, 2024				
Revenue	Brokerage	Banking	Insurance	Other	Total
Kazakhstan	$ 129,211	$ 91,202	$ 147,263	$ 20,787	$ 388,463
Armenia	27,896	—	—	—	27,896
US	825	—	—	21,992	22,817
Cyprus	16,698	—	—	(1,050)	15,648
Other	286	—	—	(111)	175
TOTAL REVENUE, NET	**$ 174,916**	**$ 91,202**	**$ 147,263**	**$ 41,618**	**$ 454,999**

	June 30, 2025				
Long-lived assets	Brokerage	Banking	Insurance	Other	Total
Fixed assets, net	$ 20,763	$ 53,603	$ 6,674	$ 131,623	$ 212,663
Right-of-use assets	19,458	9,114	2,559	8,500	39,631
TOTAL LONG-LIVED ASSETS	**$ 40,221**	**$ 62,717**	**$ 9,233**	**$ 140,123**	**$ 252,294**
Kazakhstan	14,123	62,113	9,233	113,369	198,838
Cyprus	14,753	—	—	23,488	38,241
USA	4,076	—	—	2,391	6,467
Armenia	6,227	—	—	—	6,227
Other	1,042	604	—	875	2,521
TOTAL LONG-LIVED ASSETS	**$ 40,221**	**$ 62,717**	**$ 9,233**	**$ 140,123**	**$ 252,294**

FREEDOM HOLDING CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(All amounts in thousands of United States dollars, except share data, unless otherwise stated)

	March 31, 2025				
Long-lived assets	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fixed assets, net	$ 20,713	$ 53,716	$ 2,461	$ 114,213	$ 191,103
Right-of-use assets	21,101	7,684	2,532	8,511	39,828
TOTAL LONG-LIVED ASSETS	**$ 41,814**	**$ 61,400**	**$ 4,993**	**$ 122,724**	**$ 230,931**
Kazakhstan	15,241	60,863	4,993	97,608	178,705
Cyprus	15,178	—	—	21,791	36,969
USA	4,220	—	—	2,389	6,609
Armenia	6,082	—	—	—	6,082
Other	1,093	537	—	936	2,566
TOTAL LONG-LIVED ASSETS	**$ 41,814**	**$ 61,400**	**$ 4,993**	**$ 122,724**	**$ 230,931**

Brokerage

Companies in the Brokerage segment offer securities brokerage, securities dealing for customers and for our own account, market making activities, investment research, investment counseling, underwriting and market-making services to a global customer base of corporations, investors, financial institutions, merchants, government and municipal entities. Companies in the Brokerage segment also conduct proprietary securities trading.

The Group's services in this segment include providing customers with access to the world's largest stock exchanges and a gateway to global investment opportunities. Additionally, the Group's offerings in this segment include professional securities analytics, empowering customers with valuable insights and market intelligence to make informed investment decisions. To ensure a seamless experience, the Group provides user-friendly trading applications that offer convenience and flexibility.

Banking

Companies in the Banking segment generate banking service fee and interest income by providing services that include lending, deposit services, payment card services, money transfers, correspondent accounts, supporting both individual and corporate customers with innovative digital financial solutions. To ensure a seamless experience, the Banking segment it provides user-friendly trading applications that offer convenience and flexibility. Companies in the Banking segment also conduct proprietary securities trading activities.

Insurance

Companies in the Insurance segment offer products including life insurance, obligatory insurance, tourist medical health insurance and auto insurance. These insurance products are designed to offer comprehensive coverage and tailored solutions to protect individuals, property, auto and businesses in the event of unforeseen events or risks. Companies in the Insurance segment also conduct proprietary securities trading activities.

Other

Activities of companies in the Other segment include provision of payment processing services, financial educational center services, financial intermediary center services, financial consulting services, administrative management services, telecommunication services information processing services, entertainment ticketing sales, online air and railway ticket purchase aggregation and an online retail trade and e-commerce application. The Other segment also includes transactions conducted by the Company in connection with repurchase agreements.

NOTE 25 - STATUTORY CAPITAL REQUIREMENTS

The Company has two insurance subsidiaries operating in Kazakhstan: Freedom Life (a regulated life insurer) and Freedom Insurance (a regulated property and casualty insurance entity). The Law of the Republic of Kazakhstan No. 126-II "On Insurance Activities" (the "Insurance Law") is the main law regulating the insurance sector in Kazakhstan. It establishes a framework for insurance activities, registration and licensing of insurance companies and regulation of insurance activities by the Agency of the Republic of Kazakhstan for Regulation and Development of Financial Market ("ARDFM").

Freedom Life and Freedom Insurance is required to notify and receive verbal approval from the ARDFM of any proposals to declare or pay a dividend on its share capital. The amount of dividends these subsidiaries are permitted to declare is limited to the relevant subsidiary's realized retained earnings and dividends can only be paid to the extent they will not cause a breach to the minimum solvency and capital requirements of the relevant subsidiary. As of June 30, 2025 and March 31, 2025, Freedom Life and Freedom Insurance were in compliance with the ARDFM dividend, minimum solvency and minimum capital requirements. Freedom KZ in its capacity of an insurance holding is also limited in declaration and payment of dividends if such payment leads to breach of capital ratios applicable to insurance Freedom Life and Freedom Insurance.

There are no significant differences between the statutory accounting practices and statements prepared in accordance with U.S. GAAP for the insurance subsidiaries.

In addition, our subsidiaries operate under various securities brokerage, banking and financial services regulations and must maintain such licenses in order to conduct their operations. As of June 30, 2025 and March 31, 2025, we, through our subsidiaries, held: (a) brokerage licenses (i) in Kazakhstan issued by ARDFM and the Astana Financial Services Authority (the "AFSA"), (ii) in Cyprus issued by the Cyprus Securities and Exchange Commission ("CySEC"), (iii) in the United States issued by FINRA, (iv) in Armenia issued by the Central Bank of Armenia, and (v) in Uzbekistan issued by the Ministry of Finance of the Republic of Uzbekistan; (b) a banking license for foreign currency operations license in Kazakhstan issued by the ARDFM; (c) a banking license for corporate and retail banking services in Kazakhstan issued by the ARDFM (including for currency exchange operations); (d) payment service provider in Kazakhstan is specially registered in such capacity with National Bank of the Republic of Kazakhstan, payment services providers in Uzbekistan and Kyrgyzstan hold licenses from the National Bank of the Kyrgyz Republic and the Central Bank of Uzbekistan, respectively; and (e) a banking license in Tajikistan issued by the National Bank of Tajikistan. In addition, following receipt of a principal approval by the Turkey's financial regulatory and supervisory authority granted on January 9, 2025, we are in the process of obtaining a license to provide brokerage services in Turkey. Our U.S. broker-dealer subsidiary is subject to regulatory oversight by U.S. authorities, including the Securities and Exchange Commission (SEC) and Financial Industry Regulatory Authority (FINRA), with respect to its brokerage and investment advisory activities in the U.S.

The table below presents net capital/eligible equity, required minimum capital, excess regulatory capital and retained earnings as of June 30, 2025 for the Company and each of subsidiaries that are regulated entities that is material for our consolidated financial statements.

(amounts in thousands)	Regulated activities	Net Capital/Eligible Equity	Required Minimum capital/solvency	Excess regulatory capital	Retained earnings
Freedom Holding Corp.	Non-regulated holding company	$ 486,790	$ 200,000	$ 286,790	$ (212,344)
Freedom EU	Brokerage	449,516	19,320	430,196	817,674
Freedom Bank KZ	Bank	388,858	177,077	211,781	173,383
Freedom KZ	Brokerage	42,039	378	41,661	101,314
Freedom Global	Brokerage	140,668	30,929	109,739	145,017
Freedom Life	Life Insurance	69,397	11,350	58,047	75,319
Freedom Armenia ("Freedom AR")	Brokerage	58,453	787	57,665	58,929
Freedom Insurance	Property and Casual Insurance	42,249	11,350	30,898	25,779
Other regulated operating subsidiaries	Other	17,075	251	16,824	(32,320)
		$ 1,695,045	**$ 451,443**	**$ 1,243,601**	**$ 1,152,751**

According to the requirements of National Bank of Republic of Kazakhstan, the regulator of Freedom KZ and Freedom Life, capital is adjusted through subtraction of non-liquid assets. Consequently, net capital for regulatory purposes may be lower than retained earnings balances. For the purposes of capital requirements applicable to Freedom EU, which is regulated by the Cyprus Securities and Exchange Commission and Freedom Global regulated by Astana Financial Services Authority, current year profit is not included within net capital for regulatory purposes, as profits can only be included in net capital after a statutory audit is completed.

The table below presents net capital/eligible equity, required minimum capital, excess regulatory capital and retained earnings as of March 31, 2025 for each of our subsidiaries that are regulated entities that is material for our consolidated financial statements.

(amounts in thousands)	Regulated activities	Net Capital/Eligible Equity	Required Minimum capital/solvency	Excess regulatory capital	Retained earnings
Freedom Holding Corp.	Non-regulated holding company	$ 526,906	$ 200,000	$ 326,906	$ (256,096)
Freedom EU	Brokerage	450,903	19,320	431,584	607,659
Freedom Bank KZ	Bank	382,259	175,396	206,862	159,119
Freedom KZ	Brokerage	43,568	390	43,178	100,440
Freedom Global	Brokerage	66,217	21,564	44,653	56,941
Freedom Life	Life Insurance	58,246	11,692	46,554	70,574
Freedom Armenia ("Freedom AR")	Brokerage	47,994	773	47,221	48,067
Freedom Insurance	Property and Casual Insurance	33,646	11,692	21,954	29,150
Other regulated operating subsidiaries	Other	14,130	267	13,863	(28,622)
		$ 1,623,869	**$ 441,094**	**$ 1,182,775**	**$ 787,232**

NOTE 26 – SUBSEQUENT EVENTS

The Company has performed an evaluation of subsequent events through the date of issuance of this quarterly report on Form 10-Q with the SEC. During this period the Company did not have any material recognizable subsequent events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis presents management's perspective on the financial condition and results of operations of Freedom Holding Corp. ("FRHC") and its consolidated subsidiaries. Except where the context otherwise requires or where otherwise indicated, references herein to the "Company," "Freedom," "we," "our," and "us" mean Freedom Holding Corp. together with its consolidated subsidiaries. References to a "fiscal year(s)" mean the 12-month periods ended March 31 for the referenced year. The following discussion and analysis is intended to highlight and supplement data and information presented elsewhere in this quarterly report on Form 10-Q, and it should be read in conjunction with our unaudited condensed consolidated financial statements and the accompanying notes included in this quarterly report on Form 10-Q and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our annual report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities Exchange Commission ("SEC") on June 13, 2025 (the "2025 Form 10-K").

Special Note About Forward-Looking Information

This quarterly report on Form 10-Q and any related discussions contains forward-looking statements (as such phrase is used in the federal securities laws) which involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. All statements, other than statements of historical fact, included herein and in any documents incorporated by reference in this quarterly report on Form 10-Q are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding aims, goals, and plans and objectives, including business mission and strategy, digital fintech ecosystem development, customer base, features and performance of our products and services, including Freedom SuperApp, our plans for expansion into telecommunication, media and other markets, expected capital expenditures and plans to finance such capital expenditures, credit ratings, impact of new accounting pronouncements, intentions with respect to FFIN Credit, compliance, information security, acquisitions, treasury policy, expected outcome of legal proceedings, our recent inclusion in the Russell 3000® Index including expected benefits of such inclusion, the expected impact of accounting pronouncements and other non-historical statement. In some cases, forward-looking statements can be identified by terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "future," "intend," "likely," "may," "might," "plan," "potential," "predict," "project," "should," "strategy," "will," "would," and other similar expressions and their negatives.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks and uncertainties, many of which may be beyond our control, which could cause actual results to differ materially from the those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof, and actual results could differ materially as a result of various factors. The following are some but not all of the factors that could cause actual results or events to differ materially from anticipated results or events:

- economic and political conditions in the regions where we operate or in which we have customers;
- current and future conditions in the global financial markets, including fluctuations in interest rates and foreign currency exchange rates;
- changes in U.S. trade policies or other countries trade policies, including the imposition of tariffs and retaliatory tariffs;
- the direct and indirect effects on our business stemming from Russia's large-scale military action against Ukraine;
- economic sanctions and countersanctions that limit movement of funds, restrict access to capital markets, block access to third party technologies and IT services or curtail our ability to service existing or potential new customers;
- the impact of legal and regulatory actions, investigations and disputes;
- the policies and actions of regulatory authorities in the jurisdictions in which we have operations, as well as the degree and pace of regulatory changes and new government initiatives generally;
- our ability to manage our growth effectively;
- our ability to complete planned acquisitions or successfully integrate businesses we acquire;
- our ability to successfully execute our strategy for entry into new business areas, including among others the telecommunications, media and health sectors in Kazakhstan;
- the availability of funds, or funds at reasonable rates, for use in our businesses, including for executing our growth strategy;
- the impact of competition, including downward pressures on fee and commissions;

- our ability to meet regulatory capital adequacy or liquidity requirements, or prudential norms;
- our ability to protect or enforce our intellectual property rights in our brands or proprietary technology;
- our ability to retain key executives and recruit and retain personnel;
- the impact of rapid technological change, including incorporation of artificial intelligence (AI) technologies into products and processes;
- information technology, trading platform and other system failures, cybersecurity threats and other disruptions;
- market risks affecting the value of our proprietary investments;
- risks of non-performance by third parties with whom we have business relationships;
- the creditworthiness of our trading counterparties, and banking and brokerage customers;
- the impact of tax laws and regulations, and their changes, in any of the jurisdictions in which we operate;
- compliance with laws and regulations in each of the jurisdictions in which we operate, particularly those relating to the brokerage, banking and insurance industries;
- the impact of armed conflict in Israel and Gaza, India-Pakistan conflict, and any possible escalation of such conflicts or contagion to neighboring countries or regions;
- unforeseen or catastrophic events, including the emergence of pandemics, terrorist attacks, extreme weather events or other natural disasters, political discord or armed conflict; and
- other factors discussed in this quarterly report, as well as in the 2025 Form 10-K, including those listed under Part I, Item 1A. "*Risk Factors*" of the 2025 Form 10-K.

Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

You should not place undue reliance on forward-looking statements. Forward-looking statements are based on the beliefs of management as well as assumptions made by and information currently available to management and apply only as of the date of this quarterly report or the respective dates of the documents from which they incorporate by reference. Neither we nor any other person assumes any responsibility for the accuracy or completeness of forward-looking statements. Further, except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise. We may also make additional forward-looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, made by us or on our behalf, are also expressly qualified by these cautionary statements.

OVERVIEW

Our Business

Freedom Holding Corp. is organized under the laws of the State of Nevada and acts as a holding company for all of our subsidiaries. Our subsidiaries engage in a broad range of activities including securities brokerage, securities dealing for customers and for our own account, market making activities, investment research, investment counseling, retail and commercial banking, and insurance products. We also own several ancillary businesses and lifestyle solutions, which complement our core financial services businesses, including payment and information processing services, entertainment and travel ticketing services, e-commerce business, and telecommunications and media businesses in Kazakhstan that are in a developmental stage.

Our mission has always been to democratize access to financial markets for global customers. Our company was founded to provide access to the international capital markets for retail brokerage customers and has rapidly grown providing a world-class digital infrastructure that has led to innovative, integrated financial technologies that address customer needs in Kazakhstan, our home market, and dozens of other countries across Europe, Asia, and North America.

The main market of our operations is Kazakhstan. Our operating subsidiaries are located in Kazakhstan, Cyprus, the United States, the United Kingdom, Armenia, the United Arab Emirates, Uzbekistan, Kyrgyzstan, Tajikistan, Azerbaijan, and Turkey, and we also have a presence in Austria, Belgium, Bulgaria, France, Germany, Greece, Italy, Lithuania, The Netherlands, Poland and Spain. We divested our Russian subsidiaries in February 2023. Our subsidiaries in the United States include an SEC- and FINRA-registered broker dealer. As of June 30, 2025, we had 10,054 employees and 231 offices (of which 44 offered brokerage services, 57 offered insurance services, 30 offered banking services and 100 offered other financial and non-financial services).

During the first quarter of fiscal 2026, the Company's common stock was included in the Russell 3000® Index as part of its 2025 annual reconstitution. Management believes that index membership may raise our profile among institutional investors and could improve the liquidity of our common stock; however, we cannot predict the magnitude or duration of any resulting impact on market price or trading volume.

Products and Services

Our business is organized into four segments: Brokerage, Banking, Insurance, and Other. Additional information regarding our segments can be found in the narrative and tabular descriptions of segments and operating results under "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in Item 2 of this quarterly report and Note 24 "*Segment Reporting*" in the notes to our condensed consolidated financial statements included in Item 1 of this quarterly report.

Our Brokerage segment primarily focuses on retail brokerage and broader investment banking services. Our Banking segment encompasses lending, deposit services, payment card services, money transfers, and correspondent accounts, supporting both individual and corporate customers with innovative digital financial solutions. Our Insurance segment offers life and general insurance services. Our Other segment includes payment processing services, e-commerce, online ticket sales, and new business areas including telecommunications and media services. We also engage in proprietary securities trading activities through each of our four segments.

The expansion of our retail customers' activity has been a major driver of our growth, particularly in Kazakhstan, Europe and other Central Asian jurisdictions. Over recent years, we have experienced a significant increase in retail customers' activity across these key markets, which has been instrumental in scaling our business. Below is the table with the number of our customers across our key segments as of the date indicated:

	Number of customers as of June 30, 2025	**Number of customers as of March 31, 2025**
Brokerage	725,000	683,000
Banking	2,927,000	2,515,000
Insurance	1,396,000	1,170,000
Other	211,000	605,000

Brokerage Segment

As of June 30, 2025, in our Brokerage business segment we had 44 offices that provided brokerage and financial services, investment consulting and education, including offices in Kazakhstan, Europe, Armenia, United States, Uzbekistan, and Kyrgyzstan. In addition, following receipt of a principal approval by the Turkey's financial regulatory and supervisory authority granted on January 9, 2025, we are in the process of obtaining a license to provide brokerage services in Turkey. We provide a comprehensive range of securities brokerage services to individuals, businesses and financial institutions. Depending on the region, our brokerage services may include securities trading and margin lending. Our investment banking business, which includes underwriting and market making activities, is carried out by professionals in Kazakhstan, Uzbekistan and the United States who provide strategic advisory services and capital markets products.

Freedom KZ and Freedom Global are professional participants on the KASE and the AIX. Foreign Enterprise LLC Freedom Finance ("Freedom UZ") is a professional participant on the Republican Stock Exchange of Tashkent ("UZSE") and the Uzbek Republican Currency Exchange ("UZCE") and International Trading System Limited ("ITS"). Freedom Finance Armenia LLC ("Freedom AR") is a professional participant on the Armenia Stock Exchange ("AMX"). Freedom Broker LLC is a professional participant on the Kyrgyz Stock Exchange ("KSE").

Freedom EU oversees our European region operations (including Austria, Belgium, Bulgaria, Cyprus, France, Germany, Greece, Italy, the Netherlands, Poland, Lithuania, Spain, and the United Kingdom).Through Freedom EU, we provide transaction processing and intermediary services to our regional customers and to institutional customers that may seek access to the securities markets in the United States and Europe. All trading of United States and European exchange traded and over-the-counter ("OTC") securities by all Freedom group securities brokerage firms, excluding FCM, are also routed to and executed through Freedom EU.

FCM is a registered agency-only execution broker-dealer on the floor of the New York Stock Exchange ("NYSE"). FCM is a member of Nasdaq, NYSE and FINRA, as well as SIPC (Securities Investor Protection Corporation) insured. FCM provides a full range of broker-dealer services, including research, sales and trading services for institutional accounts, investment banking services and independent investment research through research reports, recommendations and investment ideas to assist customers in making informed decisions.

As of June 30, 2025, we had 1,859 employees in our Brokerage segment, including 1,681 full-time employees and 178 part-time employees.

Banking Segment

Our Banking segment consists of the operations of Freedom Bank KZ and Freedom Bank TJ.

Freedom Bank KZ is a pioneer in digital retail and commercial banking services in Kazakhstan, offering deposits, multi-currency payment cards, consumer and SME loans, payment and acquiring solutions. The bank extends our capital market heritage into everyday finance, providing the funding, payments and credit backbone of the wider Freedom ecosystem. Our Freedom Bank TJ obtained its banking license on October 15, 2024.

As of June 30, 2025, Freedom Bank KZ's assets decreased by 5%, trading portfolio decreased by 17%, loan portfolio increased by 10%, deposit portfolio increased by 2%, in each case in comparison with March 31, 2025. The increase in the loan and deposit portfolios reflects continued customer demand and growth in our banking services, while the decline in trading portfolio aligns with our strategic focus on core banking operations. During the three months ended June 30, 2025, the banking segment continued to exhibit growth. In particular, net gain on trading securities increased in comparison to the three months ended June 30, 2024, reflecting favorable market conditions and improved trading strategies.

We have 30 office locations in Kazakhstan and Tajikistan that provide banking services to our customers. As of June 30, 2025, we had 3,384 employees in our Banking segment, all of which were full-time employees.

Insurance Segment

We have two insurance companies in Kazakhstan, a life insurance company, Freedom Life, and a direct insurance carrier, excluding life, health and medical, Freedom Insurance.

Freedom Life provides a range of health and life insurance products to individuals and businesses, including life insurance, health insurance, annuity insurance, accident insurance, obligatory worker emergency insurance, travel insurance and reinsurance. As of June 30, 2025, Freedom Life had 984,442 active contracts, as compared to 1,038,516 active contracts as of March 31, 2025. As of June 30, 2025, Freedom Life had total assets of approximately $566.9 million and total liabilities of approximately $472.3 million, as compared to total assets of approximately $554 million and total liabilities of approximately $465.9 million as of March 31, 2025.

Freedom Insurance operates in the "general insurance" industry and is the leader in online insurance in Kazakhstan offering various general insurance products in property (including automobile), casualty, civil liability, personal insurance and reinsurance. As of June 30, 2025, Freedom Insurance had 1,201,443 active contracts, as compared to 824,838 active contracts as of March 31, 2025. As of June 30, 2025, Freedom Insurance had total assets of approximately $183.4 million and total liabilities of approximately $127.0 million, as compared to total assets of approximately $157.4 million and total liabilities of approximately $105.5 million as of March 31, 2025.

As of June 30, 2025, we had 57 offices and 1,058 employees, including 1,038 full-time employees and 20 part-time employees, providing consumer life and general insurance services in Kazakhstan.

Other Segment

As of June 30, 2025, in our Other segment we had 100 offices and 3,753 employees, including 3,612 full-time employees and 141 part-time employees, providing a range of services including payment processing, entertainment ticketing sales, online air and railway ticket purchase aggregation and an online retail trade and e-commerce services. In the recent years, we have also established subsidiaries in Kazakhstan with a view to developing a telecommunications business and a media business, respectively, each of which is in the developmental stage. In our Other segment we also conduct proprietary securities trading activities, which are mainly conducted by FRHC. The Other segment accounted for $36.9 million, or 7%, of our total revenue, net for the three months ended June 30, 2025. This revenue was mainly derived from provision of payment processing services, retail online ticket sales and online aggregation of purchasing air and railway tickets.

Digital Fintech Ecosystem

We operate as a single ecosystem that delivers multicurrency banking, payments, credit, brokerage, insurance, merchant acquiring and selected lifestyle services through one login and interface. Each service is built to interoperate with the others - balances transfer instantly, loyalty rewards accrue across products and customer data is captured only once, so the combined offering is more useful to customers and more efficient for us.

Our operating entities share customer transaction flows, interactions and profile updates to big data that is also enriched by our integration with government services. Predictive AI models built on this consolidated record set help us personalize our products and services reaching the combined effect of smarter targeting, faster fulfillment and fewer manual touch-points which lowers acquisition cost and raises both customer lifetime value and retention.

The Freedom SuperApp is the Group's front end for all retail and SME (small and medium-sized enterprises) services. A single sign-on process and biometric authentication grant access to multi-currency accounts, credit, investment, card management and lifestyle commerce. All modules are built on a micro-services architecture with open APIs (Application Programming Interface) to over thirty government and commercial data sources.

Freedom SuperApp supports accounts and payments in KZT, multiple foreign currencies and Freedom Currency, an exchange-traded note linked to the performance of FRHC common stock. Our app provides our customers with a generous loyalty program, access to a lifestyle marketplace including ticketing (cinema, concerts), travel bookings (Freedom Travel), grocery delivery (Arbuz) and on-demand home services (Naimi), and integrates customer wealth information into a real-time net-worth view generating secured-loan offers where collateral is available. All our core lending lines operate on the same end-to-end digital rail inside the SuperApp enabling our eligible customers to obtain digital mortgage loans, consumer digital auto loans, and SME digital loans in a streamlined, automated way.

Freedom Bank issues a vertically integrated suite of Visa and Mastercard products, all of which are opened, funded, and managed within the SuperApp, with some cards also customizable based on customer preferences. By using our cards, customers gain access to a range of services, including multi-currency debit balances (SuperCard), revolving and installment credit options (Freepay Card), investment opportunities through brokerage accounts (Invest Card), and enhanced service levels with exclusive benefits (Premium Deposit Cards). Freedom Business extends SuperApp to legal entities, offering mobile access to current accounts, foreign exchange, QR invoicing, advanced acquiring, sales and credit features, as well as payroll and tax payment services.

Our digital fintech platform leverages cutting-edge technology, big-data analytics, and robust security and compliance, powered by our proprietary scoring models, real-time fraud and sanctions screening, and machine-learning algorithms that analyze balance trends and purchase histories to personalize product recommendations and boost customer loyalty.

Tradernet is our flagship online trading platform designed for a wide range of investors, offering a comprehensive and user-friendly trading experience. The platform allows customers to trade a diverse array of financial instruments, including stocks, options, and ETFs from major global exchanges such as the KASE, AIX, NYSE, Nasdaq, ATHEX, the London Stock Exchange, the Chicago Mercantile Exchange, the Hong Kong Stock Exchange and Deutsche Börse, EUREX, ICE, SGX, HKFE, CFE, CBOE Europe and ITS. Accessible via both web and mobile platforms, Tradernet allows customers to monitor and manage their investments in real-time through intuitive and customizable interface. At the heart of Tradernet is a robust data platform that provides real-time market data and analytics which supports various trading activities by offering comprehensive data on securities. The back-end infrastructure of Tradernet is designed to handle high volumes of transactions securely and efficiently, promoting the platform's reliability even during peak trading times. The system includes advanced compliance and risk management features to enable trading activities to strictly adhere to the relevant regulations and provide timely advice to manage risks effectively. In addition, Tradernet places a strong emphasis on education and support, providing tutorials, webinars and market analysis reports enabling customers to make informed trading decisions and assist with any issues they may encounter.

In alignment with our digital fintech ecosystem strategy, we are expanding our business by entering the telecommunications market in Kazakhstan and regional media industry in Central Asia. We are seeking to establish a new independent telecommunications operator in Kazakhstan to provide a diverse range of telecommunications and telecommunications-related services to customers which may include, among others, high-quality internet connectivity, fixed wireless access (FWA), WiFi access, over-the-top (OTT) streaming, internet protocol television (IPTV), traffic transit for operators and cloud solutions, subject to obtaining applicable licenses, acquisitions of telecom assets or entering into partnerships where required. Our new telecommunications business is operated by Freedom Telecom, a wholly-owned subsidiary of Freedom Holding Corp. incorporated under the laws of the AIFC. Pursuing development of our telecom business, on April 30, 2025 we completed the acquisition of a 100% interest in Astel Group Ltd. for a purchase price of approximately $22.3 million. Astel Group Ltd. is a provider of digital solutions and telecommunications services ranked among the largest telecom operators in Kazakhstan. Astel Group Ltd. provides advanced IT solutions including information security and cloud services. See Note 22 "*Acquisitions of Subsidiaries*" to the condensed consolidated financial statements included in this quarterly report on Form 10-Q. Our strategy and budget for Freedom Telecom are currently being reassessed and are subject to revisions, which may be material. Our telecom services will be offered as a separate product and in a bundle with our other digital products and services and will expand the ecosystem’s reach to areas where traditional banking channels are less efficient.

During fiscal 2024, we established Freedom Media LLP ("Freedom Media") as a subsidiary of Freedom Telecom that is intended to become a national media platform in Kazakhstan offering tailored streaming services to the Kazakhstan and broader Central Asia markets. This platform is built and developed to provide unlimited access to a diverse collection of TV shows, movies, documentaries, and exclusive content across multiple genres.

Credit Ratings

On June 26, 2025, S&P Global Ratings revised its outlook to positive from stable and affirmed its 'B+/B' long- and short-term issuer credit ratings on Freedom KZ, Freedom EU, Freedom Global, and Freedom Bank KZ. S&P affirmed 'B-' long-term rating on Freedom Holding Corp. and maintained the stable outlook. The ratings of Freedom KZ and Freedom Bank KZ on the national scale were increased from "kzBBB" to "kzBBB+". The positive outlook on Group's financial operating companies reflects substantial achievements in establishing consolidated risk management and compliance and strengthening these functions in its financial subsidiaries.

Earlier, on November 7, 2024, S&P Global Ratings raised its long-term issuer credit and financial strength ratings on Freedom Insurance to 'BB-' from 'B+'. The outlook is stable. S&P also raised the Kazakhstan national scale rating on Freedom Insurance to 'kzA-' from 'kzBBB+'. The upgrade reflected the view that Freedom Insurance operating performance improved sustainably in 2023 and year to date through 2024.

On July 2, 2024, S&P Global Ratings revised its ratings outlook on Freedom Life to stable from negative. At the same time, S&P Global Ratings affirmed their 'BB' long-term issuer credit and financial strength ratings on Freedom Life. S&P Global Ratings also raised the Kazakhstan national scale rating on Freedom Life to 'kzAA-' from 'kzA+'. S&P Global Ratings considered Freedom Life to be a strategically important subsidiary of the Group based on its increasing importance to the Group's operations and track record of collaboration with other Group members. S&P Global Ratings also continued to view Freedom Life as an insulated entity due to strong regulatory oversight and its operational independence from the parent.

Key Factors Affecting Our Results of Operations

Our operations have been, and may continue to be, affected by certain key factors as well as certain historical events. The key factors affecting our business and the results of operations include, in particular: market and economic conditions, expansion of our digital ecosystem, acquisitions and expansion into new business areas and markets, our transactions with related parties, our arrangements with market maker customers, and governmental policies. For additional information on these factors and other risks that may affect our financial condition and results of operations, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" in Part II Item 7 of the 2025 Form 10-K and "*Risk Factors*" in Part I, Item 1A, of the 2025 Form 10-K.

FINANCIAL HIGHLIGHTS

The highlights of our consolidated results for the three months ended June 30, 2025 are as follows:

We had total revenues, net of $533.4 million for the three months ended June 30, 2025, as compared to $455.0 million for the three months ended June 30, 2024. The increase between the two quarters was primarily attributable to the following:

- Our insurance premiums earned, net of reinsurance for the three months ended June 30, 2025 were $153.3 million, an increase of $23.8 million or 18%, compared to the three months ended June 30, 2024. The increase was driven by the expansion of our insurance operations such as in the pension annuity and accident insurance between the two quarters.

- We had a net gain on trading securities of $45.6 million for the three months ended June 30, 2025, as compared to a net loss on trading securities of $52.1 million for the three months ended June 30, 2024. The majority of the net gain for the three months ended June 30, 2025 was attributable to the increase in the market price of Kazakhstan sovereign bonds held in our proprietary portfolio during the quarter.

- Our fee and commission income for the three months ended June 30, 2025 was $107.6 million, a decrease of $7.8 million, or 7%, compared to the three months ended June 30, 2024. The decrease was mainly attributable to a decrease in fee and commission income from bank services and payment processing.

- We had a net gain on derivatives for the three months ended June 30, 2025 in the amount of $15.5 million, an increase of $3.0 million, or 24%, compared to the three months ended June 30, 2024. The gain for the three months ended June 30, 2025 was due to revaluation of currency swaps.

We had total expense of $492.9 million, for the three months ended June 30, 2025, as compared to $413.4 million for the three months ended June 30, 2024. The increase was mainly attributable to increases in fee and commission expense, insurance claims incurred (net of reinsurance), payroll and bonuses, general and administrative expense, advertising and sponsorship expense and stock based compensation expense.

We had net income of $30.4 million for the three months ended June 30, 2025, as compared to $34.3 million for the three months ended June 30, 2024. Our Brokerage, Banking, Insurance, and Other segments contributed net income of $74.3 million, net income of $17.4 million, net loss of $1.8 million and net loss of $59.5 million, respectively, to our total net income for the three months ended June 30, 2025.

Our total assets decreased to $9.7 billion as of June 30, 2025 from $9.9 billion as of March 31, 2025.

We had approximately 725,000 total retail brokerage customers as of June 30, 2025 as compared to approximately 683,000 as of March 31, 2025. We had approximately 2,927,000 banking customers at our Freedom Bank KZ subsidiary as of June 30, 2025 as compared to approximately 2,515,000 as of March 31, 2025. We had approximately 1,396,000 insurance customers at our Freedom Life and Freedom Insurance subsidiaries as of June 30, 2025 as compared to approximately 1,170,000 as of March 31, 2025.

The operating results for any period are not necessarily indicative of the results that may be expected for any future period.

RESULTS OF OPERATIONS

Comparison of the Three-month Periods Ended June 30, 2025 and 2024

The following comparison of our financial results for the three-month periods ended June 30, 2025 and 2024 is not necessarily indicative of future results.

Revenue

The following table sets out information on our total revenue, net for the periods presented.

	Three months ended June 30, 2025		Three months ended June 30, 2024		Change	
(amounts in thousands)	Amount	%*	Amount	%*	Amount	%
Fee and commission income	$ 107,642	20.2 %	$ 115,489	25.4 %	$ (7,847)	(7)%
Net gain/(loss) on trading securities	45,602	8.5 %	(52,102)	(11.5)%	97,704	(188)%
Interest income	198,571	37.2 %	226,004	49.7 %	(27,433)	(12)%
Insurance premiums earned, net of reinsurance	153,257	28.7 %	129,408	28.4 %	23,849	18 %
Net (loss)/gain on foreign exchange operations	(12,893)	(2.4)%	8,089	1.8 %	(20,982)	(259)%
Net gain on derivatives	15,459	2.9 %	12,494	2.7 %	2,965	24 %
Sales of goods and services	17,224	3 %	5,220	1 %	12,004	230 %
Other income	8,561	2 %	10,397	2 %	(1,836)	(18)%
Total revenue, net	**$ 533,423**	**100 %**	**$ 454,999**	**100 %**	**$ 78,424**	**17 %**

* Percentage of total revenue, net.

Fee and commission income

The following table sets forth information regarding our fee and commission income for the periods presented.

	Three months ended June 30,			
	2025	2024	Amount Change	% Change
Brokerage services	$ 102,877	$ 93,167	$ 9,710	10 %
Commission income from payment processing	5,933	8,563	(2,630)	(31)%
Agency fee income	4,538	4,708	(170)	(4)%
Underwriting and market-making services	2,905	4,702	(1,797)	(38)%
Bank services	(9,379)	2,516	(11,895)	(473)%
Other fee and commission income	768	1,833	(1,065)	(58)%
Total fee and commission income	**$ 107,642**	**$ 115,489**	**$ (7,847)**	**(7)%**

The following table sets out the components of our fee and commission income as a percentage of total fee and commission income, net for the periods presented.

	Three months ended June 30,	
	2025	2024
	(as a % of total fee and commission income)	
Brokerage services	96 %	81 %
Commission income from payment processing	6 %	7 %
Agency fee income	4 %	4 %
Underwriting and market-making services	2 %	4 %
Bank services	(9) %	2 %
Other fee and commission income	1 %	2 %
Total fee and commission income	**100 %**	**100 %**

Fee and commission income for the three months ended June 30, 2025 amounted to $107.6 million, reflecting a decrease of $7.8 million or 7% compared to $115.5 million for the three months ended June 30, 2024. This decrease was driven by multiple factors, including the factors discussed below.

Fee and commission income from brokerage services generated $102.9 million, representing a 10% increase from $93.2 million in the three months ended June 30, 2024. This growth was primarily due to an increase in the number of retail brokerage customers from 532,000 as of June 30, 2024 to 725,000 as of June 30, 2025. During the three months ended June 30, 2025 and June 30, 2024, we earned fee and commission income from a market maker customer at our subsidiary Freedom Global of $72.3 million and $64.9 million, representing 67% and 56%, respectively, of our total fee and commission income for that period.

Fee and commission income from payment processing decreased to $5.9 million in the three months ended June 30, 2025 from $8.6 million for the three months ended June 30, 2024. The $2.6 million decrease is attributable to a strategic decrease in our average acquiring rate and overall decline in transaction turnover during the period.

Fee and commission income from banking services decreased by $11.9 million during the three months ended June 30, 2025. The decrease was primarily driven by active use by our customers of a cashback-based loyalty program. As part of our strategic approach, we do not prioritize revenue generation from banking service commissions. Instead, the loyalty program is leveraged to effectively reduce transaction costs for customers by supporting our customer base expansion and increasing engagement across the ecosystem.

Net gain on trading securities

We had a net gain on trading securities of $45.6 million for the three months ended June 30, 2025, an increase of $97.7 million as compared to a net loss of $52.1 million for the three months ended June 30, 2024. The following table sets forth information regarding our net gains on trading activities during the three months ended June 30, 2025 and 2024:

(amounts in thousands)	Realized Net Gain	Unrealized Net Gain/(Loss)	Net Gain/(Loss)
Three months ended June 30, 2025	$ 7,866	$ 37,736	$ 45,602
Three months ended June 30, 2024	$ 12,841	$ (64,943)	$ (52,102)

During the three months ended June 30, 2025, we had a realized gain on trading securities of $7.9 million, which is attributable to Kazakhstan sovereign bonds sold during the three months ended June 30, 2025. Also, we recognized an unrealized net gain of $37.7 million during the same period due to an increase in the value of securities positions we held as of June 30, 2025. The majority of the unrealized net gain is attributable to Kazakhstan sovereign bonds.

During the three months ended June 30, 2024, we had a realized gain on trading securities of $12.8 million, which was attributable to Kazakhstan sovereign bonds sold during the three months ended June 30, 2024. However, we also incurred an unrealized net loss of $64.9 million during the same period due to the decline in the value of securities positions we held as of June 30, 2024. The majority of the unrealized net loss was attributable to Kazakhstan sovereign bonds, as a consequence of their market price decline.

Interest income

The following tables set forth information regarding our revenue from interest income for the periods presented.

	Three months ended June 30,			
(amounts in thousands)	2025	2024	Amount Change	% Change
Interest income on loans to customers	$ 61,694	$ 52,367	$ 9,327	18 %
Interest income on margin loans to customers	60,289	51,067	9,222	18 %
Interest income on trading securities	52,576	107,128	(54,552)	(51) %
Interest income on securities available-for-sale	13,383	8,400	4,983	59 %
Interest income on reverse repurchase agreements and amounts due from banks	5,456	7,042	(1,586)	(23) %
Interest income on held-to-maturity securities	5,173	—	5,173	100 %
Total interest income	**$ 198,571**	**$ 226,004**	**$ (27,433)**	**(12)%**

	Three months ended June 30,	
	2025	2024
	(as a % of total interest income)	
Interest income on loans to customers	31 %	23 %
Interest income on margin loans to customers	30 %	23 %
Interest income on trading securities	26 %	47 %
Interest income on securities available-for-sale	7 %	4 %
Interest income on reverse repurchase agreements and amounts due from banks	3 %	3 %
Interest income on held-to-maturity securities	3 %	— %
Total interest income	**100 %**	**100 %**

For the three months ended June 30, 2025, we had interest income of $198.6 million, representing a decrease of $27.4 million, or 12%, compared to the three months ended June 30, 2024. The decrease was primarily driven by a $54.6 million, or 51% , decrease in interest income on trading securities. This decrease was primarily due to a lower volume of trading securities held during the period.

This decline was partially offset by increase in other streams of interest income. Specifically, interest income on loans to customers increased by $9.3 million, or 18%, due to the increase in loan portfolio. Similarly, interest income on margin loans to customers rose by $9.2 million, or 18%, reflecting increased customer activity in margin lending.

Additionally, the interest income on securities available-for-sale increased by $5.0 million, or 59%, compared to the three months ended June 30, 2024. Such increase was due to the increase of volume of available-for-sale securities which is attributable to the purchase of debt securities of the Ministry of Finance of the Republic of Kazakhstan.

The following table provides a summary of the monthly average balances and average interest rates for the major categories of our interest-earning assets for the three months ended June 30, 2025 and 2024.

(amounts in thousands)	Three months ended June 30, 2025		2024
	Average balance		
Interest-earning assets			
Trading securities	$ 1,849,084	(2)	$ 3,304,839
Loans issued	1,698,372	(1)	1,390,244
Margin lending, brokerage and other receivables, net	2,479,955		1,486,110
Available for sale securities, at fair value	472,896	(2)	251,677
Held-to-maturity securities	157,020		—
	Average yields[3]		
Trading securities	11.9 %		13.6 %
Loans issued	15.3 %		15.9 %
Margin lending, brokerage and other receivables, net	10.1 %		9.0 %
Available- for- sale securities, at fair value	11.8 %		14.0 %
Held-to-maturity securities	13.8 %		— %
	Interest income		
Interest income on loans to customers	$ 61,694		$ 52,367
Interest income on margin loans to customers	60,289		32,197
Interest income on trading securities	52,576		107,128
Interest income on securities available- for- sale	13,383		8,400
Interest income on held-to-maturity securities	5,173		—
Other interest income	5,456		7,042
Total interest income	**$ 198,571**		**$ 207,134**

(1) Average balance and average yields relate to margin lending activities.
(2) Average balance, average yields, and interest income relates to corporate debt, non-US sovereign debt and US sovereign debt activities.
(3) Average yields are computed by dividing interest income by the corresponding average monthly balances.

Interest income on margin loans to customers includes income accrued on off-balance sheet arrangements. The monthly average balance of these arrangements is not included in the table above. These off-balance sheet arrangements mainly included repurchase agreements of our brokerage customers. As of September 30, 2024, the monthly average balance of off-balance sheet arrangements was $688.8 million, with a weighted average interest rate of 8%. Following that date, we had no such off-balance sheet arrangements on which we charge an interest. As of June 30, 2025, the monthly average balance of margin loans to customers was $— million and the weighted average interest rates was 0%.

The following table sets forth the effects of changing rates and volumes on interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. Changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionally based on changes due to rate and the changes due to volume.

(amounts in thousands)	Three months ended June 30, 2025 vs 2024 — (Decrease)/Increase due to change in Rate	Volume	Net
Interest income			
Interest income on trading securities	$ (12,286)	$ (42,266)	$ (54,552)
Interest income on loans to customers	(1,903)	11,230	9,327
Interest income on margin loans to customers	4,470	23,622	28,092
Interest income on available-for-sale securities	(1,096)	6,079	4,983
Interest income on held-to-maturity securities	—	5,173	5,173
Other interest income	—	—	(1,586)
Total interest income	**$ (10,815)**	**$ 3,838**	**$ (8,563)**

Insurance premiums earned, net of reinsurance

For the three months ended June 30, 2025, we had insurance premiums earned, net of reinsurance of $153.3 million, an increase of $23.8 million, or 18%, as compared to the three months ended June 30, 2024. The increase was primarily attributable to a $24.5 million, or 17%, due to the expansion of our insurance operations such as in the pension annuity and accident insurance between the two quarters. This increase in income from written insurance premiums was partially offset by a $3.8 million increase in change in unearned premium reserve, net for the three months ended June 30, 2025, as compared to the three months ended June 30, 2024. The following table sets out information on our insurance premiums earned, net of reinsurance for the periods presented.

(amounts in thousands)	Three months ended June 30, 2025	2024	Amount Change	% Change
Written insurance premiums	$ 171,983	$ 147,444	$ 24,539	17 %
Reinsurance premiums ceded	(1,078)	(4,180)	3,102	(74) %
Change in unearned premium reserve, net	(17,648)	(13,856)	(3,792)	27 %
Insurance premiums earned, net of reinsurance	**$ 153,257**	**$ 129,408**	**$ 23,849**	**18 %**

Net gain on foreign exchange operations

For the three months ended June 30, 2025, we realized a net loss on foreign exchange operations of $12.9 million compared to a net gain of $8.1 million for the three months ended June 30, 2024. The change was primarily due to the translation loss in the amount of $36.7 million which is mainly attributable to the 3% weakening of Kazakhstan tenge against US dollar. This loss was offset by a $23.8 million gain on dealing transactions. This change is mostly attributable to Freedom Bank KZ which had a net gain on sales and purchases of foreign currency of $23.7 million for the three months ended June 30, 2025, compared to a $12.7 million for the three months ended June 30, 2024.

Net gain on derivatives

For the three months ended June 30, 2025, we had net gain on derivatives of $15.5 million compared to a net gain of $12.5 million for the three months ended June 30, 2024. The increase in the amount of net gain was primarily attributable to our subsidiary, Freedom Bank KZ, which had a realized net gain of $17.2 million for the three months ended June 30, 2025, as compared to a realized net gain of $3.6 million for the three months ended June 30, 2024. Such change between the two periods was mainly due to gains on currency swaps for the three months ended June 30, 2025. The $17.2 million gain received by Freedom Bank KZ was partially offset by a $1.8 million unrealized loss on derivatives from Freedom Structured Products PLC's financial liabilities which occurred due to unfavorable market conditions during the three months ended June 30, 2025.

Expense

The following table sets out information on our total expense for the periods presented.

	Three months ended June 30, 2025		Three months ended June 30, 2024		Change	
(amounts in thousands)	**Amount**	**%***	**Amount**	**%***	**Amount**	**%**
Fee and commission expense	$ 84,871	17 %	$ 80,147	19 %	$ 4,724	6 %
Interest expense	113,410	23 %	145,718	35 %	(32,308)	(22) %
Insurance claims incurred, net of reinsurance	80,285	16 %	47,309	11 %	32,976	70 %
Payroll and bonuses	93,101	19 %	57,524	14 %	35,577	62 %
Professional services	13,024	3 %	7,268	2 %	5,756	79 %
Stock compensation expense	23,054	5 %	10,615	3 %	12,439	117 %
Advertising and sponsorship expense	24,463	5 %	21,896	5 %	2,567	12 %
General and administrative expense	41,975	9 %	40,410	10 %	1,565	4 %
Allowance for/(recovery of) expected credit losses	4,822	1 %	(1,770)	— %	6,592	(372) %
Cost of sales	13,903	3 %	4,284	1 %	9,619	225 %
Total expense	**$ 492,908**	**100 %**	**$ 413,401**	**100 %**	**$ 79,507**	**19 %**

* Percentage of total expense.

Fee and commission expense

The following table sets forth information regarding our fee and commission expense for the periods presented.

	Three months ended June 30,			
	2025	**2024**	**Amount Change**	**% Change**
Agency fee expense	$ 65,872	$ 64,816	$ 1,056	2 %
Bank services	7,858	3,643	4,215	116 %
Brokerage services	7,644	3,304	4,340	131 %
Central Depository services	328	208	120	58 %
Exchange services	225	541	(316)	(58) %
Other commission expenses	2,944	7,635	(4,691)	(61) %
Total fee and commission expense	**$ 84,871**	**$ 80,147**	**$ 4,724**	**6 %**

The following table sets out the components of our fee and commission expense as a percentage of total fee and commission expense, net for the periods presented.

	Three months ended June 30,	
	2025	2024
	(as a % of total fee and commission expense)	
Agency fee expense	78 %	81 %
Bank services	9 %	4 %
Brokerage services	9 %	4 %
Central Depository services	— %	— %
Exchange services	— %	1 %
Other commission expenses	4 %	10 %
Total fee and commission expense	**100 %**	**100 %**

Fee and commission expense increased by $4.7 million, or 6% in the three months ended June 30, 2025, as compared to the three months ended June 30, 2024. The increase was mainly attributable to a $4.3 million increase in brokerage service expenses in the three months ended June 30, 2025 as compared to the three months ended June 30, 2024, driven by higher customer activity. Additionally, bank services expense increased by $4.2 million during the period, reflecting the continued expansion of our customer base and the growing volume of card transactions within our ecosystem. Furthermore, there was an increase by $1.1 million in agency fee expense mainly due to an increase of insurance product sales by Freedom Life, which are outsourced to outside agents.

Interest expense

During the three months ended June 30, 2025, total interest expense amounted to $113.4 million, representing a decrease of $32.3 million, or 22%, compared to $145.7 million for the same period in 2024. The decline was primarily driven by changes in average balances and average interest rates across several funding sources.

There was a decrease in interest expense on securities repurchase agreement obligations, driven by a 31% decline in the average balance, from $2.6 billion during the three months ended June 30, 2024 to $1.8 billion during the three months ended June 30, 2025. This decrease primarily reflects the Company's strategic decision to reduce exposure to market risk by liquidating a portion of the trading portfolio, which historically has been primarily funded through repurchase agreements. As a result, the need for repurchase agreements financing declined, leading to both lower average balances and reduced interest expense.

Interest expense on customer liabilities increased to $39.3 million in the three months ended June 30, 2025, compared to $23.1 million in the three months ended June 30, 2024. This increase was driven by the growth of customer deposit base reflecting the continued expansion of the Company’s banking segment.

Interest expense on debt securities issued increased to $13.8 million in the three months ended June 30, 2025, compared to $7.0 million in the three months ended June 30, 2024. This increase was primarily driven by the placement of several new debt securities between the two periods. The impact of the higher balance was partially offset by a decrease in the average interest rate from 11% to 10%. The increase in debt issuance reflects the Company’s long-term funding and investment strategy.

The following table provides a summary of the monthly average balances and average interest rates for the major categories of interest-bearing liabilities for the three months ended June 30, 2025 and 2024.

	Three months ended June 30,			
	2025		2024	
(amounts in thousands)	Average balance			
Interest-bearing liabilities				
Securities repurchase agreement obligations	$	1,815,927	$	2,616,105
Customer liabilities [1]		1,380,725		688,617
Debt securities issued		586,854		264,961
Margin lending payable		810,691		933,549
	Average rates			
Securities repurchase agreement obligations		10.4 %		14.9 %
Customer liabilities [1]		11.9 %		14.1 %
Debt securities issued		9.7 %		10.9 %
Margin lending payable		6.8 %		10.3 %
	Interest expense			
Interest expense on securities repurchase agreement obligations	$	45,461	$	92,407
Interest expense on customer accounts and deposits		39,332		23,127
Interest expense on debt securities issued		13,751		6,969
Interest expense on margin lending payable		13,374		23,123
Other interest expense		1,492		92
Total interest expense	**$**	**113,410**	**$**	**145,718**

[1] Average balance, average rates, and interest expense relates to interest-bearing deposits.

The following table sets forth the effects of changing rates and volumes on interest. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. Changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionally based on changes due to rate and the changes due to volume.

	Three months ended June 30, 2025 vs 2024					
	(Decrease)/increase due to change in					
(amounts in thousands)	Rate		Volume		Net	
Interest expense						
Interest expense on securities repurchase agreement obligations	$	(23,326)	$	(23,620)	$	(46,946)
Interest expense on customer accounts and deposits		(3,028)		19,233		16,205
Interest expense on debt securities issued		(695)		7,477		6,782
Interest expense on margin lending payable		(7,041)		(2,708)		(9,749)
Other interest expense		—		—		1,400
Total	**$**	**(34,090)**	**$**	**382**	**$**	**(32,308)**

Insurance claims incurred, net of reinsurance

For the three months ended June 30, 2025 we had a $33.0 million, or 70%, increase in insurance claims incurred, net of reinsurance, as compared to the three months ended June 30, 2024. The increase was primarily attributable to a $15.7 million, or 58%, rise in expenses for insurance reserves, mainly driven by growth in pension annuity and accident insurance products. This reflects the overall expansion of the insurance portfolio. In addition, other insurance expense increased by

$10.4 million, or 83%, primarily due to higher redemptions under pension annuity contracts and terminations under accident insurance policies. Claims paid also grew by $9.5 million, or 118%. Part of these claims has been reimbursed from the reinsurers in the amount of $2.9 million.

Payroll and bonuses

For the three months ended June 30, 2025, we had payroll and bonuses expense of $93.1 million, representing an increase of $35.6 million or 62% compared to payroll and bonuses expense of $57.5 million for the three months ended June 30, 2024. The increase is primarily attributable to the expansion of our workforce through hiring, establishment of new subsidiaries and acquisitions. The increase was also due to increased salary and bonus amounts between the two periods.

Professional services

For the three months ended June 30, 2025, our professional services expense was $13.0 million, representing an increase by $5.8 million, or 79%, compared to $7.3 million for the three months ended June 30, 2024. The increase was primarily attributable to an increase in expenses for auditing services rendered by our external auditors.

Stock compensation expense

For the three months ended June 30, 2025, our stock compensation expense was $23.1 million, representing an increase of $12.4 million compared to stock compensation expense of $10.6 million for the three months ended June 30, 2024. The increase is attributable to new stock grants awarded in April and May 2025 and to the partial amortization of stock grants which were awarded during fiscal 2025 and 2024.

Advertising and sponsorship expense

Advertising and sponsorship expense for the three months ended June 30, 2025, was $24.5 million, representing an increase of $2.6 million, or 12%, compared to $21.9 million for the three months ended June 30, 2024. Sponsorship expense increased by $6.5 million and included several contributions made through Company subsidiaries. The most significant sponsorships during the period were directed to the State Fund "Astana-20" in the amount of $3.4 million and the Junior Football League of Kazakhstan in the amount of $2.5 million, reflecting the Company’s continued support of socially significant initiatives. This increase was partially offset by a $3.3 million decrease in advertising expenditures by Freedom EU, primarily due to the seasonal nature and timing of marketing campaigns. The overall growth in advertising and sponsorship expenses is consistent with the Company’s broader strategy to strengthen brand recognition, expand market presence, and support impactful community-oriented projects.

General and administrative expense

General and administrative expense for the three months ended June 30, 2025, was $42.0 million, representing an increase of $1.6 million or 4% compared to general and administrative expense of $40.4 million for the three months ended June 30, 2024. The main factors contributing to the increase were increases in business trip expenses, driven by higher travel activity in connection with expanded operational and strategic initiatives across several regions.

Provision for allowance for expected credit losses

We recognized provision for allowance for credit losses in the amount of $4.8 million for the three months ended June 30, 2025, as compared to recovery of provision for allowance for credit losses of $1.8 million for the three months ended June 30, 2024. The increase between the two periods is primarily attributable to increased provisions for right of claim for purchased loans, uncollateralized bank customer loans, mortgage loans, collateralized bank customer loans and other loans. The increase in the provision during the period was primarily attributable to a deterioration in macroeconomic conditions and other factors impacting the estimated probability of default in our loan portfolio, and the incorporation of revised forward-looking information.

Income tax expense

We had income before income tax of $40.5 million and $41.6 million for the three months ended June 30, 2025, and June 30, 2024, respectively. Income tax expense for the three months ended June 30, 2025, and June 30, 2024 was $10.1 million and $7.3 million, respectively. While there have been a decrease in our income before income tax between the two quarters, the increase in the income tax expense was primarily due to the change in our effective tax rate. Such rate during the three months ended June 30, 2025, increased to 25.0%, from 17.6% during the three months ended June 30, 2024, as a result of changes in the composition of the revenues we realized from our operating activities, the tax treatment of those revenues in the various jurisdictions where our subsidiaries operate, and the incremental U.S. GILTI tax. In addition, during the three months ended June 30, 2025, we had accrued additional top-up tax resulted from Global Anti-Base Erosion Model Rules (Pillar Two), which have been enacted in certain jurisdictions where our subsidiaries operate.

Net income

As a result of the foregoing factors, for the three months ended June 30, 2025, we had net income of $30.4 million compared to $34.3 million for the three months ended June 30, 2024, a decrease of 11%.

Foreign currency translation adjustments, net of tax

Due to a 3.3% depreciation of the Kazakhstan tenge against the U.S. dollar during the three months ended June 30, 2025, we realized a foreign currency translation loss of $41.8 million for the three months ended June 30, 2025 since most of our companies use the Kazakhstan tenge as their functional currency, as compared to a foreign currency translation loss of $65.8 million for the three months ended June 30, 2024.

BUSINESS SEGMENT OPERATIONS

We report our results of operations through the following four business segments: Brokerage, Banking, Insurance, and Other. These operating segments are based on how our CODM makes decisions about allocating resources and assessing performance.

Comparison of the Three-month Periods Ended June 30, 2025 and 2024

Total revenue, net associated with our segments is summarized in the following table:

	Three months ended June 30,			
	2025	**2024**	**Amount Change**	**% Change**
Brokerage	$ 176,260	$ 174,916	$ 1,344	1 %
Banking	146,242	91,202	55,040	60 %
Insurance	174,019	147,263	26,756	18 %
Other	36,902	41,618	(4,716)	(11) %
Total revenue, net	**$ 533,423**	**$ 454,999**	**$ 78,424**	**17 %**

Total revenue, net for the three months ended June 30, 2025 increased across Brokerage, Banking and Insurance segments compared to the three months ended June 30, 2024. In our segment reporting, we account for all operations within each business segment, including all related subsidiaries and their activities. Below is a discussion of revenue of our segments for the three months ended June 30, 2025 compared to the three months ended June 30, 2024.

Brokerage Segment

- In the three months ended June 30, 2025, the Brokerage segment experienced an increase in total revenue, net, primarily driven by a $7.9 million increase in fee and commission income, reflecting a general increase in brokerage activity between the two periods. Net gain on trading securities also increased by $6.2 million due to an increase in the value of securities positions. In addition, interest income contributed to the growth, rising by $2.2 million, largely due to increased usage of margin loans for trades by our customers. However, this growth was partially offset by a $12.4 million decrease in net (loss)/gain on foreign exchange operations and a $1.7 million decrease in other income.

Banking Segment

- In the three months ended June 30, 2025, total revenue, net in the Banking segment increased as compared to the three months ended June 30, 2024, mostly driven by a $79.7 million increase in net gain on trading securities due to the price increase on the majority of the governmental securities, a $5.8 million increase in net gain on foreign exchange operations due to an appreciation of the U.S. dollar against the Kazakhstan tenge between the two periods, a $6.0 million increase in other income due to compensation received as early repayment of right-of-claim for purchased historical loans, and a $5.3 million increase in net gain on derivatives due to increased operations with such instruments. These increases were partially offset by a $30.1 million decrease in interest income due to partial disposal of the securities portfolio, and an $11.6 million decrease in fee and commission income due to lower commission rates and increased SuperApp cashback payments in the three months ended June 30, 2025.

Insurance Segment

- In the three months ended June 30, 2025, total revenue, net in the Insurance segment increased mainly due to a significant $23.8 million rise in insurance premiums earned, net of reinsurance, in the class of written insurance premiums due to the expansion of our insurance operations, particularly in the pension annuity and accident insurance. The increase was further supported by a $4.0 million increase in net gain on trading securities and a $0.8 million increase in interest income due to increase of trading portfolio. The increase was partially offset by a $1.3 million decline in net gain on foreign exchange operations due to the depreciation of the Kazakhstani tenge against the U.S. dollar between the two periods, a $0.5 million decrease in other income and a $0.1 million decrease in this segment's fee and commission income in the three months ended June 30, 2025.

Other Segment

- In the three months ended June 30, 2025, total revenue, net in the Other segment decreased mostly due to a decrease of $13.2 million in net gain on foreign exchange operations from FRHC. The decline was attributable to a reduced appreciation of the U.S. dollar against the Kazakhstani tenge in the three months ended June 30, 2025 compared to the three months ended June 30, 2024. The $5.7 million decrease in Other income in the Other segment was primarily affected by the disposal of our former subsidiary ITS Tech Limited and $4.2 million recognition in the three months ended June 30, 2024. Fee and commission income declined by $4.0 million, which is primarily attributable to a decrease in Paybox's transaction volume following the cessation of operations of its counterparty that previously contributed significantly to such volume. These decreases were partially offset by an increase in sales of goods and services of $12.0 million, driven by our continued expansion into the telecommunications sector and higher order volumes and customer activity at Arbuz, as well as an increase in net gain on trading securities of $7.9 million between the two quarters.

Total expenses associated with our segments are summarized in the following table:

	Three months ended June 30,			
	2025	**2024**	**Amount Change**	**% Change**
Brokerage	$ 85,919	$ 95,081	$ (9,162)	(10) %
Banking	126,209	122,910	3,299	3 %
Insurance	171,745	129,985	41,760	32 %
Other	109,035	65,425	43,610	67 %
Total expense, net	**$ 492,908**	**$ 413,401**	**$ 79,507**	**19 %**

For the three months ended June 30, 2025, total expenses, net increased across Banking, Insurance and Other segments compared to the three months ended June 30, 2024. Below is a discussion of changes in expenses for each of our segments for the three months ended June 30, 2025 versus the three months ended June 30, 2024:

Brokerage Segment

- In the three months ended June 30, 2025, the total expenses, net, in our Brokerage segment decreased by $9.2 million. The decrease was primarily driven by an $18.5 million decrease in interest expense, mainly related to lower interest paid on securities repurchase agreements. Advertising and sponsorship expenses in this segment also decreased by $3.7 million, as marketing activities were scaled back during the period. Additionally, allowance for expected credit losses decreased by $2.0 million. These decrease were partially offset by an increase in fee and commission expenses of $5.1 million, due to higher customer activity, and an $8.9 million rise in payroll and bonus expenses, reflecting our continued investment in attracting and retaining top talent.

Banking Segment

- In the three months ended June 30, 2025, total expenses, net in our Banking segment increased primarily due to $13.1 million increase in payroll and bonuses expense due to increase in headcount, increase for $6.7 million in provision for credit losses which is primarily attributable to increased provisions for right of claim for purchased loans, mortgage loans, collateralized bank customer loans and car loans which were partially offset by the recovery of uncollateralized bank customer loans. The increase in total expenses, net was also supported by a $3.1 million increase in fee and commission expense, in particular for the banking services, a $1.1 million increase in stock compensation expense primarily due to the vesting of stock grants awarded in prior periods. The increase was partially offset by the decrease for $20.7 million in interest expense on customer accounts, deposits and customer liabilities portfolio growth, a $0.1 million decrease in advertising and sponsorship expense and a $0.1 million decrease in general and administrative expense, in particular for the communication services and contributions to the Kazakhstan Deposit Guarantee Fund.

Insurance Segment

- In the three months ended June 30, 2025, total expenses, net in our insurance segment increased mainly due to a $33.0 million increase in insurance claims incurred, net of reinsurance due to claims paid in the class of compulsory motor third-party liability (MTPL), redemption under pension annuity contracts, and termination of contracts under accident insurance. The segment also experienced a $9.6 million increase in stock compensation expense due to new stock grants, the majority of which vested on the date of issuance, a $1.3 million increase in payroll and bonuses expense due to the increase in headcount, a $1.1 million increase in fee and commission expense due to commission paid to insurance agents. These increases were partially offset by the effects of a $3.1 million decrease in general and administrative expense due to decreased expenses for charity, a $1.3 million decrease in interest expense due to repurchase agreement obligations as a result of changes in securities portfolio, and a $0.1 million decrease in this segment's advertising and sponsorship expense.

Other Segment

- In the three months ended June 30, 2025, the increase in our Other segment's total expenses, net was driven by an increase in payroll and bonuses, cost of sales, interest expense, advertising and sponsorship expense, professional services and general and administrative expense. There was a $12.2 million increase in payroll and bonuses and $4.2 million in general and administrative expense in our Other segment which was mostly attributable to the overall growth of our operations as well as the addition of new subsidiaries. Cost of sales increased by $9.6 million due to a higher sales volume, which reflects our expansion into the telecommunications sector as well as increased customer activity and order volume at Arbuz. Interest expense increased by $8.1 million, mainly attributable to an increase in interest expense from the debt securities issued by Freedom SPC. Additionally, our advertising and sponsorship expense increased by $6.5 million due to expanded marketing expenditures to third party contractors at Freedom Advertising and Aviata and several sponsorship contributions made through our subsidiaries. The most significant sponsorships during the period were directed to the State Fund "Astana-20" in the amount of $3.4 million and the Junior Football League of Kazakhstan in the amount of $2.5 million, reflecting the Company’s continued support of socially significant initiatives.

LIQUIDITY AND CAPITAL RESOURCES

During the periods covered in this quarterly report, our operations were primarily funded through a combination of existing cash on hand, cash generated from operations, returns generated from our proprietary trading and proceeds from the sale of bonds and other borrowings.

We regularly monitor and manage our leverage and liquidity risk through various committees and processes we have established to maintain compliance with net capital and capital adequacy requirements imposed on securities brokerages, insurance companies and banks in jurisdictions where we do business. We assess our leverage and liquidity risk based on considerations and assumptions of market factors, as well as other factors, including the amount of available liquid capital (i.e., the amount of cash and cash equivalents not invested in our operating business). While we have in place the risk management monitoring and processes, a significant portion of our trading securities and cash and cash equivalents are subject to collateralization agreements. This significantly enhances our risk of loss in the event financial markets move against our positions which can negatively impact our liquidity, capitalization and business. Certain market conditions can impact the liquidity of our assets, potentially requiring us to hold positions longer than anticipated. Our liquidity, capitalization, projected return on investment and results of operations can be significantly impacted by market events over which we have no control, and which can result in disruptions to our investment strategy for our assets.

We maintain a majority of our tangible assets in cash and securities that are readily convertible to cash, including governmental and quasi-governmental debt and highly liquid corporate equities and debt. Our financial instruments and other asset positions are stated at fair value and should generally be readily marketable in most market conditions. The following table sets out certain information regarding our assets as of the dates presented:

		June 30, 2025		March 31, 2025
(amounts in thousands)				
Cash and cash equivalents[(1)]	$	567,907	$	837,302
Restricted cash[(2)]	$	1,100,959	$	807,468
Trading securities	$	2,001,392	$	2,275,286
Total assets	$	9,689,753	$	9,914,017
Net liquid assets[(3)]	$	4,395,225	$	5,013,290

(1) Of the $567.9 million in cash and cash equivalents we held at June 30, 2025, $64.9 million, or approximately 11%, was subject to reverse repurchase agreements. By comparison, at March 31, 2025, we had cash and cash equivalents of $837.3 million, of which $81.1 million, or approximately 10%, was subject to reverse repurchase agreements. The amount of cash and cash equivalents we hold is subject to minimum levels set by regulatory bodies to comply with required rules and regulations, including adequate capital and liquidity levels for each entity.

(2) Principally consists of cash of our brokerage customers which are segregated in a special custody

accounts for the exclusive benefit of our brokerage customers.

(3) Consists of cash and cash equivalents, trading securities, and margin lending, brokerage and other receivables, net of securities repurchase agreement obligations. It includes liquid assets possessed after deducting securities repurchase agreement obligations.

As of June 30, 2025, and March 31, 2025, we had total liabilities of $8.5 billion and $8.7 billion, respectively, including customer liabilities of $4.4 billion and $4.3 billion, respectively.

We finance our assets primarily from revenue-generating activities and short-term and long-term financing arrangements.

CASH FLOWS

The following table presents information from our statement of cash flows for the periods indicated. Our cash and cash equivalents include restricted cash, which principally consists of cash of our brokerage customers which are segregated in a special custody accounts for the exclusive benefit of our brokerage customers.

(amounts in thousands)	**Three Months Ended June 30, 2025**	**Three Months Ended June 30, 2024**
Net cash flows from operating activities	$ 480,831	$ 854,066
Net cash flows used in investing activities	(505,516)	(94,685)
Net cash flows from financing activities	123,381	245,534
Effect of changes in foreign exchange rates on cash and cash equivalents	(74,207)	(114,815)
Effect of expected credit losses on cash and cash equivalents and restricted cash	(393)	367
NET CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	**$ 24,096**	**$ 890,467**

Net Cash Flows From Operating Activities

Net cash flow from operating activities during the three months ended June 30, 2025, was comprised of net change in operating assets and liabilities and net income adjusted for non-cash movements (changes in deferred taxes, unrealized gain on trading securities, net change in accrued interest, change in insurance reserves, and allowance for receivables). Net cash from operating activities resulted primarily from changes in operating assets and liabilities. Such changes included those set out in the following table.

(amounts in thousands)	**Three Months Ended June 30, 2025**	**Three Months Ended June 30, 2024**
Decrease/increases in trading securities [1]	$ 227,270	$ (24,454)
Increases in brokerage customer liabilities [2]	$ 49,788	$ 260,972
Decreases in margin lending, brokerage and other receivables [3]	$ 449,567	$ 399,425
(Decrease)/increases in margin lending and trade payables	$ (352,399) [4]	$ 26,888

(1) Resulted from decreased purchases of securities held in our proprietary account.
(2) Resulted from increased funds in brokerage accounts from new and existing customers.
(3) Resulted primarily from decreased volume of margin lending receivables.
(4) Resulted primarily from decreased volume of margin lending payables.

Net cash flows from operating activities in the three months ended June 30, 2025 were primarily net cash inflows attributable to decrease in margin lending, brokerage and other receivables over that period, decrease in trading securities and increase in brokerage customer liabilities. These inflows were partially offset by a decrease in margin lending and trade payables.

Net Cash Flows Used In Investing Activities

During the three months ended June 30, 2025, net cash used in investing activities was $505.5 million compared to net cash used in investing activities of $94.7 million during the three months ended June 30, 2024. During the three months ended June 30, 2025, cash used in investing activities was used for the purchase of held-to-maturity securities in amount of $239.2 million, issuance of loans, net of repayment by customers, in the amount of $205.8 million, and purchase of available-for-sale securities, net of proceeds, in the amount of $27.2 million. During the three months ended June 30, 2025, cash used for the issuance of loans, net of repayment increased by $203.2 million compared to the three months ended June 30, 2024, due to the increase in the volume of loans issued during the three months ended June 30, 2025, compared to the three months ended June 30, 2024. This change is attributed to the growth in the Freedom Bank KZ's loan portfolio over the three months ended June 30, 2025, driven by new banking products, partnership agreements, and effective advertising campaigns.

Net Cash Flows From Financing Activities

Net cash flows from financing activities for the three months ended June 30, 2025 were $123.4 million compared to $245.5 million net cash flows from financing activities during the three months ended June 30, 2024. Cash flows from financing activities during the three months ended June 30, 2025 consisted principally of bank customer deposits received in the amount of $196.2 million, net, repayment of securities repurchase agreement obligations in the amount of $308.0 million, proceeds from the issuance, net of repurchase, of debt securities in the amount of 199.2 million, and mortgage loans sold under the terms of "7-20-25" state mortgage program to JSC Kazakhstan Sustainability Fund (which is the program operator), net of repurchase, in the amount of $3.3 million. During the three months ended June 30, 2025, cash flows from financing activities decreased by $122.2 million compared to the three months ended June 30, 2024. This decrease was primarily attributable to a $253.1 million change in net repayment of securities repurchase agreement obligations.

CAPITAL EXPENDITURES

In alignment with our digital fintech ecosystem strategy, we are expanding our business into the telecommunications market in Kazakhstan through our Freedom Telecom subsidiary. Our expansion will require significant capital expenditures, the specific amount of which is currently uncertain. Total capital expenditures for the development of this business area are currently expected to be required for, among other things, construction of network infrastructure, including a backbone network, obtaining licenses or other rights to provide services where required and acquisitions of smaller companies in the sector. Our plans and budget for Freedom Telecom continue to be regularly reassessed and are subject to revisions, which may be material. We currently plan to finance our capital expenditures for this business area with a combination of own funds and borrowings, including vendor financing, including the proceeds of a $200 million U.S. dollar domestic bond placement on the AIX that we completed on December 19, 2023. In addition, on September 16, 2024, Freedom SPC authorized and, during the three months ended December 31, 2024, placed a series of $200 million bonds, the proceeds of which were also allocated to finance capital expenditures in this business area. For further information, see "*Indebtedness - Long-term*" below.

In 2024, as part of its telecommunications business development, the Group has entered into a number of contractual arrangements for the purchase of equipment and related software over the following five-year period. As of June 30, 2025, such capital expenditure commitments amounted to $96.7 million. See Note 23 "*Commitments and Contingent Liabilities*" to the condensed consolidated financial statements included in this quarterly report on Form 10-Q.

As a further step in implementing our strategy to build a digital fintech ecosystem, on January 25, 2024, Freedom Telecom established a subsidiary, Freedom Media, in Kazakhstan for the purposes of providing media content to customers in Kazakhstan. Total capital expenditures incurred in relation to Freedom Media as of June 30, 2025 amounted to $12.2 million. We plan to finance our capital expenditures related to Freedom Media primarily using our own funds.

On May 10, 2023, our subsidiary Freedom EU signed a contract for the construction of Elysium Tower, a building in Limassol, Cyprus. The building is planned to be a new office building for Freedom EU. Capital expenditures amounted to approximately $7.5 million in fiscal year 2024, $2.4 million in fiscal year 2025. The remaining balance of approximately $4.5 million is expected to be incurred during the 2026 fiscal year. We are financing this construction project primarily using our own funds.

DIVIDENDS

Any payment of cash dividends on our common stock in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, earnings, capital requirements, financial condition, future prospects, contractual and legal restrictions and other factors deemed relevant by our Board of Directors. We currently intend to retain any future earnings to fund the operation, development and expansion of our business, and therefore we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

We did not declare or pay a cash dividend on our common stock during the three months ended June 30, 2025. Any payment of cash dividends on stock will depend upon our results of operations, earnings, capital requirements, financial condition, future prospects, contractual and legal restrictions and other factors deemed relevant by our Board of Directors. We currently intend to retain any future earnings to fund the operation, development and expansion of our business, and therefore we do not anticipate paying any cash dividends on common stock in the foreseeable future.

INDEBTEDNESS

Set forth below is a discussion of our short-term and long-term debt.

Short-term

Our short-term financing is primarily obtained through securities repurchase arrangements conducted through stock exchanges. We use repurchase arrangements, among other things, to finance our liquidity positions. As of June 30, 2025, $1.1 billion, or 54%, of the trading securities held in our proprietary trading account were subject to securities repurchase obligations compared to $1.4 billion, or 63% as of March 31, 2025. The securities we pledge as collateral under repurchase agreements are liquid trading securities with market quotes and significant trading volume. For additional information regarding our securities repurchase agreement obligations see Note 9 "*Securities Repurchase Agreement Obligations*" to the condensed consolidated financial statements included in this quarterly report on Form 10-Q.

Long-term

On October 21, 2021, our subsidiary Freedom SPC issued U.S. dollar-denominated bonds due 2026, in an aggregate principal amount of $66 million, which are listed on the AIX. The annual interest rate for such bonds is 5.5%. The bonds are guaranteed by FRHC.

On December 19, 2023, Freedom SPC issued U.S. dollar-denominated bonds due 2028, in an aggregate principal amount of $200 million, for the purpose of raising funds to finance the development of the Freedom Telecom business. The bonds were issued within the Freedom SPC's $1 billion bond program that is valid until December 31, 2033. For the first and second years, the annual interest rate for such bonds is 12%, and for subsequent years the interest rate will be fixed and set as the sum of the effective federal funds rate as of December 10, 2025 and a margin of 6.5%. On September 16, 2024, Freedom SPC authorized $200 million bonds due September 16, 2026 under the same program, with a 10.5% annual interest rate payable quarterly, all of which were placed (i.e., sold) during the three months ended December 31, 2024. In May 2025, Freedom SPC authorized and placed $199.8 million bonds due 2027 denominated in U.S. dollars, euros, and Chinese yuans under the Freedom SPC's $1 billion program, as amended. The U.S. dollar, euro and Chinese yuan bonds have annual interest rate of 10%, 8%, 9% respectively, payable on a quarterly basis. The Freedom SPC bonds described above are guaranteed by FRHC and listed on the AIX.

As of June 30, 2025, there was an aggregate of $670.1 million in principal amount of Freedom SPC bonds, outstanding. The aggregate accrued interest as of June 30, 2025 for the Freedom SPC bonds due 2026, the Freedom SPC bonds due 2027 and the Freedom SPC bonds due 2028 was $4.0 million.

On June 21, 2019, SilkNetCom, a Company's subsidiary since September 17, 2024, entered into a KZT denominated loan facility agreement with JSC "Development Bank of Kazakhstan" for up to $25.7 million. The loan is bearing a fixed annual interest rate of 10.0% effective until April 30, 2027, and 15.71% thereafter, with a maturity date of June 21, 2031. As of June 30, 2025, the outstanding aggregate amount under the loan was $11.9 million, including $11.9 million of principal amount and $15 thousand of accrued interest. The purpose of this loan was to finance the expansion of a broadband internet access in Kazakhstan rural areas.

During the fiscal year ended March 31, 2025, Freedom Bank KZ established three Kazakhstan law bond programs: (i) a program of up to 100 billion Kazakhstani tenge, of which 7-year bonds for 50 billion Kazakhstani tenge which have been listed on the KASE, with a floating interest rate to be determined following the first trades, (ii) a program of up to 200 billion Kazakhstani tenge, of which 2-year bonds for 36 billion Kazakhstani tenge have been listed on the KASE with a fixed interest rate determined following the first trades, and (iii) a program of up to $300 million, of which 2-year bonds for $50 million have been listed on the KASE with a fixed interest rate to be determined following the first trades. None of the bonds within the Freedom Bank KZ's bond programs have been placed to investors. Going forward, Freedom Bank KZ may decide to place any or all of these the bonds as needed to support its liquidity.

NET CAPITAL AND CAPITAL ADEQUACY

A number of our subsidiaries (and, in certain instances, the Company as their owner) are required to satisfy minimum net capital and capital adequacy requirements to conduct their brokerage, banking and insurance operations in the jurisdictions in which they operate. This is partially maintained by retaining cash and cash equivalent investments in those subsidiaries or jurisdictions. As a result, such subsidiaries may be restricted in their ability to transfer cash between different jurisdictions and to FRHC. Additionally, transfers of cash between international jurisdictions may have adverse tax consequences that could discourage such transfers.

At June 30, 2025, these minimum net capital and capital adequacy requirements for each company ranged from approximately $251 to $200,000 remaining subject to fluctuation depending on various factors. At June 30, 2025, the aggregate net capital and capital adequacy requirements of our subsidiaries was approximately $451,443. The Company and each of our subsidiaries that is subject to net capital or capital adequacy requirements exceeded the minimum required amount at June 30, 2025.

Although we operate with levels of net capital and capital adequacy substantially greater than the minimum established thresholds, in the event we fail to maintain minimum net capital or capital adequacy, we may be subject to fines and penalties, suspension of operations, revocation of licensure and disqualification of our management from working in the industry. Our subsidiaries are also subject to various other rules and regulations, including liquidity and capital adequacy ratios. Our operations that require the intensive use of capital are limited to the extent necessary to meet our regulatory requirements.

Over the past several years, we have pursued an aggressive growth strategy both through acquisitions and organic growth efforts. While our active growth strategy has led to revenue growth it also results in increased expenses and greater need for capital resources. Additional growth and expansion may require greater capital resources than we currently possess, which could require us to pursue additional equity or debt financing from outside sources. We cannot assure that such financing will be available to us on acceptable terms, or at all, at the time it is needed.

We believe that our current cash and cash equivalents, cash expected to be generated from operating activities, and forecasted returns from our proprietary trading, combined with our ability to raise additional capital will be sufficient to meet our present and anticipated financing needs.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Following are the accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results.

Allowance for credit losses

The Company has recently adopted a new accounting standard, ASC 326 - Current Expected Credit Losses (CECL), effective April 1, 2023. This standard has introduced significant changes to how we estimate and recognize credit losses for our financial assets. Management estimates and recognizes the CECL as an allowance for lifetime expected credit losses for loans issued. This is different compared to the previous practice of recognizing allowances based on probable incurred losses.

Under CECL, the allowance for credit losses (ACL) primarily consists of two components:

Collective CECL Component: This component is used for estimating expected credit losses for pools of loans that share common risk characteristics.

Individual CECL Component: This component is applied to loans that do not share common risk characteristics and require individual assessment.

The ACL is a valuation account that is subtracted from the amortized cost of total loans and available-for-sale securities to reflect the net amount expected to be collected. Our methodology for establishing the allowance for loan losses is based on a comprehensive assessment that considers relevant and available information from internal and external sources. This assessment takes into account past events, including historical trends in loan delinquencies and charge-offs, current economic conditions, and reasonable and supportable forecasts. Our processes and accounting policies for the CECL methodology are further described in Note 2 "*Summary of Significant Accounting Policies*" to the consolidated financial statements included in our 2025 Form 10-K.

Goodwill

We have accounted for our acquisitions using the acquisition method of accounting. The acquisition method requires us to make significant estimates and assumptions, especially at the acquisition date as we allocate the purchase price to the estimated fair values of acquired tangible and intangible assets and the liabilities assumed. We also use our best estimates to determine the useful lives of the tangible and definite-lived intangible assets, which impact the periods over which depreciation and amortization of those assets are recognized. These best estimates and assumptions are inherently uncertain as they pertain to forward looking views of our businesses, customer behavior, and market conditions. In our acquisitions, we have also recognized goodwill at the amount by which the purchase price paid exceeds the fair value of the net assets acquired.

Our ongoing accounting for goodwill and the tangible and intangible assets acquired requires us to make significant estimates and assumptions as we exercise judgement to evaluate these assets for impairment. Our processes and accounting policies for evaluating impairments are further described in Note 2 "*Summary of Significant Accounting Policies*" to the condensed consolidated financial statements included in this quarterly report on Form 10-Q. As of June 30, 2025, we had goodwill of $48.5 million.

Income taxes

We are subject to income taxes in both the United States and numerous foreign jurisdictions. These tax laws are complex and subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain. As a result, actual future tax consequences relating to uncertain tax positions may be materially different than our determinations or estimates.

We recognize deferred tax liabilities and assets based on the difference between the Condensed Consolidated Balance Sheet and tax basis of assets and liabilities using the enacted tax rates in effect for the year in which the differences are expected to reverse. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

Income taxes are determined in accordance with the laws of the relevant taxing authorities. As part of the process of preparing financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. We account for income taxes using the asset and liability approach. Under this method, deferred income taxes are recognized for tax consequences in future years based on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements at each year-end and tax loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applicable to the differences that are expected to affect taxable income.

We periodically evaluate and establish the likelihood of tax assessments based on current and prior years' examinations, and unrecognized tax benefits related to potential losses that may arise from tax audits in accordance with the relevant accounting guidance. Once established, unrecognized tax benefits are adjusted when there is more information available or when an event occurs requiring a change.

Legal contingencies

We review outstanding legal matters at each reporting date, in order to assess the need for provisions and disclosures in our financial statements. Among the factors considered in making decisions on provisions are the nature of the matter, the legal process and potential legal exposure in the relevant jurisdiction, the progress of the matter (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of our legal advisers, experiences on similar cases and any decision of our management as to how we will respond to the matter.

RECENT ACCOUNTING PRONOUNCEMENTS

For details of applicable new accounting standards, see "*Recent accounting pronouncements*" in Note 2 "*Summary of Significant Accounting Policies*" in the notes to our condensed consolidated financial statements included in this quarterly report on Form 10-Q.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

The following information, together with information included in "*Overview*" *in* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" in Part I Item 2, describes our primary market risk exposures. Market risk is the risk of economic loss arising from the adverse impact of market changes to the market value of our trading and investment positions. We are exposed to a variety of market risks, including, but not limited to, interest rate risk, foreign currency exchange risk and equity price risk.

Interest Rate Risk

Our exposure to changes in interest rates relates primarily to our investment portfolio and outstanding debt. While we are exposed to global interest rate fluctuations, we are most sensitive to fluctuations in interest rates in Kazakhstan. Changes in interest rates in Kazakhstan may have significant effect on the fair value of securities on our balance sheet.

Our investment policies and strategies are focused on preservation of capital and supporting our liquidity requirements. We typically invest in highly rated securities, with the primary objective of minimizing the potential risk of principal loss. Our investment policies generally require securities to be investment grade and limit the amount of credit exposure to any one issuer with the exception of government and quasi-government entities. To provide a meaningful assessment of the interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the investment portfolio assuming a 200 basis point and 50 basis point parallel shift in the yield curve for non USD/EUR and USD/EUR denominated securities. Based on investment positions as of June 30, 2025 and March 31, 2025, a hypothetical increase in interest rates across all maturities would have resulted in $91.0 million and $87.7 million incremental decline in the fair market value of the trading portfolio and in $13.5 million and $13.8 million in incremental decline in the fair market value of the portfolio available-for-sale, respectively. A hypothetical 100 basis point decrease in interest rates across all maturities would have resulted in a $68.0 million and $50.7 million incremental increase in the fair market value of the trading portfolio and in $10.3 million and $10.3 million incremental increase in the fair market value of the portfolio available-for-sale, respectively. Such gains and losses would only be realized if we sold the investments prior to maturity.

Foreign Currency Exchange Risk

We have a presence in Kazakhstan, Uzbekistan, Kyrgyzstan, Cyprus, Germany, the United Kingdom, Greece, Spain, France, Poland, Lithuania, Austria, Bulgaria, Belgium, Italy, Netherlands, the United States, Turkey, Armenia, Azerbaijan, Tajikistan and the United Arab Emirates. The activities and accumulated earnings in our non-U.S. subsidiaries are exposed to fluctuations in foreign exchange rate between our functional currencies and our reporting currency, which is the U.S. dollar.

In accordance with our risk management policies, we manage foreign currency exchange risk on financial assets by holding or creating financial liabilities in the same currency, maturity and interest rate profile. This foreign exchange risk is calculated on a net foreign exchange basis for individual currencies. We may also enter into foreign currency forward, swap and option contracts with financial institutions to mitigate foreign currency exposures associated with certain existing assets and liabilities, firmly committed transactions and forecasted future cash flows.

As mentioned before, our main market is Kazakhstan. Because Kazakhstan's economy is highly dependent on oil exports, any significant decrease in oil prices lead to a devaluation of local currency, which can lose up to 17% quarterly (during COVID-19 outbreak) of its value relative to the U.S. dollar. In addition to its dependence on oil, the Kazakhstani economy is influenced by the economic conditions in Russia due to historically strong trade ties, which manifests in a correlation between the exchange rate of the local currency to the U.S. dollar and that of the Russian ruble to the U.S. dollar.

As of June 30, 2025 and March 31, 2025, based on our analyses, we estimate that a 10% adverse change in the value of the U.S. dollar relative to all other currencies would result in the following:

- A total loss of $147.4 million as of June 30, 2025 and $90.0 million as of March 31, 2025.
- A loss of $137.0 million on trading securities as of June 30, 2025 and $131.3 million as of March 31, 2025.
- A gain of $10.4 million, excluding trading securities, as of June 30, 2025 and a gain of $41.3 million as of March 31, 2025.

Equity Price Risk

Our equity investments are susceptible to market price risk arising from uncertainties about future values of such investment securities. Equity price risk results from fluctuations in price and level of the equity securities or instruments we hold. We also have equity investments in entities where the investment is denominated in a foreign currency, or where the investment is denominated in U.S. dollars but the investee primarily makes investments in foreign currencies. The fair values of these investments are subject to change at the spot foreign exchange rate between these currencies and our functional currency fluctuates. We attempt to manage the risk of loss inherent in our equity securities portfolio through diversification and by placing limits on individual and total equity instruments we hold. Reports on our equity portfolio are submitted to our management on a regular basis.

As of June 30, 2025, and March 31, 2025, our exposure to equity investments at fair value was $128.3 million and $111.1 million, respectively. Based on an analysis of the June 30, 2025, and March 31, 2025 (not including assets held for sale) balance sheets, we estimate that a decrease of 10% in the equity price would have reduced the value of the equity securities or instruments we held by approximately $12.8 million and $11.1 million, respectively.

Credit Risk

Credit risk refers to the risk of loss arising when a borrower or counterparty does not meet its financial obligations to us. We are primarily exposed to credit risk from institutions and individuals through the brokerage and banking services we offer. We incur credit risk in a number of areas, including margin lending and loans issued.

Margin lending receivables risk

We extend margin loans to our customers. Margin lending is subject to various regulatory requirements of MiFID, the AFSA and the NBK. Margin loans are collateralized by cash and securities in the customers' accounts. The risks associated with margin lending increase during periods of fast market movements, or in cases where collateral is concentrated and market movements occur. During such times, customers who utilize margin loans and who have collateralized their obligations with securities may find that the securities have a rapidly depreciating value and may not be sufficient to cover their obligations in the event of a liquidation. We are also exposed to credit risk when our customers execute transactions, such as short sales of equities that can expose them to risk beyond their invested capital.

We expect this kind of exposure to increase with the growth of our overall business. Because we indemnify and hold harmless our clearing houses and counterparties from certain liabilities or claims, the use of margin loans and short sales may expose us to significant off-balance-sheet risk in the event that collateral requirements are not sufficient to fully cover losses that customers may incur and those customers fail to satisfy their obligations. As of June 30, 2025, we had $2,864,477 in margin lending receivables from our customers, $1,397,605 of which was attributable to three non-related party customers. The amount of risk to which we are exposed from the margin lending we extend to our customers and from short sale transactions by our customers is unlimited and not quantifiable as the risk is dependent upon analysis of a potential significant and undeterminable increase or fall in stock prices. As a matter of practice, we enforce real-time margin compliance monitoring and liquidate customers' positions if their equity falls below required margin requirements.

We have a comprehensive policy implemented in accordance with regulatory standards to assess and monitor the suitability of investors to engage in various trading activities. To mitigate our risk, we also monitor customer accounts to detect excessive concentration, large orders or positions, patterns of day trading and other activities that indicate increased risk to us.

Our credit exposure is substantially mitigated through our policy of closing positions for accounts identified as under-margined based on the automatic evaluation of each account throughout the trading day. In situations where no liquid market exists for the relevant securities or commodities, liquidation for certain accounts is performed following a corresponding analysis. We regularly monitor and evaluate our risk management policies, including the implementation of policies and procedures to enhance the detection and prevention of potential events aimed at minimizing margin loan losses.

Risk related to banking loans recoverability

Our loan portfolio may be impacted by global, regional and local macroeconomic and market dynamics, including prolonged weakness in GDP, reductions in consumer spending, decreases in property values or market corrections, growing levels of consumer debt, rising or high unemployment rates, changes in foreign exchange or interest rates, widespread health crises or pandemics, severe weather conditions, and the effects of climate change. Economic or market stresses generally have negative effect on the business landscape and financial markets. Decreases in property values or market adjustments may increase the likelihood of borrowers or counterparties failing to meet their obligations to us, potentially leading to an increase in credit losses.

The main share of our customer loan portfolio is represented by digital mortgage loans issued within the framework of state support programs, funded from the funds of quasi state organizations. We participate in the government mortgage program in which the Kazakhstan government provides funding in the amount of approved mortgages and buys out the mortgages after disbursement with a recourse to the bank in case of default by a borrower. We mitigate our credit risk exposure in this case by our security interest in the financed real estate property. As such, significant rate of mortgage defaults in Kazakhstan could adversely affect our banking operations and the ultimate success of our digital mortgage product.

We reserve for potential credit losses in the future by recording a provision for credit losses through our earnings. This includes the allowance for credit losses based on management's estimates of current expected credit losses over the life of the respective credit exposures. These estimates are based on a review of past events, current conditions, and reasonable forecasts of future economic situations that might influence the recoverability of our loans. Our approach to determining these allowances involves both quantitative methods and a qualitative framework. Within this framework, management uses its judgment to evaluate internal and external risk factors. However, such judgments are inherently subject to the risk of misjudging these factors or misestimating their effects. Charge-offs related to our credit exposures may occur in the future. Market and economic changes could lead to higher default and delinquency rates, adversely affecting our loan portfolio's quality and potentially resulting in higher charge-offs. While our estimates account for current conditions and anticipated changes during the portfolio's lifetime, actual outcomes could be worse than expected, significantly impacting our financial results, condition and cash flows.

For description of credit quality of the loans and other details please see Note 7 "*Loans Issued*" in the notes to the condensed consolidated financial statements included in this quarterly report on Form 10-Q.

Cybersecurity Risk

Cybersecurity risk refers to the risk of loss, or damage to our reputation, resulting from inadequacies or breaches in our control processes, including IT, information security and data protection incidents, that could lead to penetration, disruption, integrity violation or misuse of our information systems and data.

For a description of these risks, see "*Risks Related to Information Technology and Cybersecurity*" in "*Risk Factors*" in Part I Item 1A of the 2025 Form 10-K.

For cybersecurity risk management and governance practices see "*Cybersecurity*" in Part I Item 1C of the 2025 Form 10-K.

Operational Risk

Operational risk generally refers to the risk of loss, or damage to our reputation, resulting from inadequate or failed operations or external events, including, but not limited to, business disruptions, improper or unauthorized execution and processing of transactions, deficiencies in our technology or financial operating systems.

For a description of related risks, see the information under the headings "*Risks Related to our Business and Operations*" in "*Risk Factors*" in Part I Item 1A of the 2025 Form 10-K.

To mitigate and control operational risk, we have developed and continue to enhance policies and procedures that are designed to identify and manage operational risk at appropriate levels throughout the organization and within such departments. We also have business continuity plans in place that we believe will cover critical processes on a company-wide basis, and redundancies are built into our systems as we have deemed appropriate. These control mechanisms attempt to ensure that operational policies and procedures are being followed and that our various businesses are operating within established corporate policies and limits.

Legal and Compliance Risk

We operate in a number of jurisdictions, each with its own legal and regulatory structure that is unique and different from the other. Legal and regulatory risk includes the risk of non-compliance with applicable legal and regulatory requirements and damage to our reputation as a result of failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to our business activities. Legal and compliance risk includes compliance with AML, counter terrorist financing, anti-corruption and sanctions rules and regulations. It also includes contractual and commercial risk, such as the risk that a counterparty's performance obligations will be unenforceable.

We are, have been, and in the future may be, subject to investigations, audits, inspections and subpoenas, as well as regulatory proceedings and fines and penalties brought by regulators. We are subject to regulation from numerous regulators, which include, but are not limited to, the AFSA, the ARDFM, CySEC, OFAC and the SEC. We have received various inquiries and formal requests for information on various matters from certain regulators, with which we have cooperated and will continue to do so. If we are found to have violated any applicable laws, rules or regulations, this could result in the imposition of legal or regulatory sanctions, material financial loss, including fines, penalties, judgments, damages and/or settlements, or loss to reputation that we may suffer as a result of compliance failures.
We have established and continue to enhance procedures designed to ensure compliance with applicable statutory and regulatory requirements, such as public company reporting obligations, regulatory net capital and capital adequacy requirements, sales and trading practices, potential conflicts of interest, anti-money laundering, privacy, sanctions and recordkeeping. The legal and regulatory focus on the financial services industry presents a continuing business challenge for us.

Our business also subjects us to the complex income tax laws of the jurisdictions in which we operate, and these tax laws may be subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. We must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes.

Geopolitical Risk

Geopolitical conflicts, such as the ongoing Russia-Ukraine war and escalating tensions in the Middle East and other regions, have contributed to increased volatility and uncertainty in global financial markets. Such conflicts have resulted in sanctions, trade restrictions, and countermeasures between countries, leading to disruptions in international trade flows, financial transactions, and economic activities. These developments may trigger shortages or price increases for critical commodities, energy resources, and transportation services, amplifying inflationary pressures and influencing central banks' interest-rate policies worldwide. Furthermore, heightened geopolitical tensions increase the risks associated with cybersecurity threats, supply chain disruptions, payment delays, and failures to settle financial transactions. The extent, severity, and duration of these conflicts, sanctions, and associated market disruptions remain uncertain, making it challenging to accurately predict their potential impact on our business, liquidity, financial condition, and results of operations.

Effects of Inflation

Because our assets are primarily short-term and liquid in nature, they are generally not significantly impacted by inflation. The rate of inflation does, however, affect our expenses, including employee compensation, communications and information processing and office leasing costs, which may not be readily recoverable from our customers. To the extent inflation results in rising interest rates and has adverse impacts upon securities markets, it may adversely affect our results of operations and financial condition.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this quarterly report on Form 10-Q, our management, under the supervision and with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures. Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the company’s management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of June 30, 2025 our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the three months ended on June 30, 2025, there was no change in internal control over financial reporting (as defined in Rule 13a-15(f) or Rule 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information required to be set forth under this heading is incorporated by reference from Note 23 "*Commitments and Contingent Liabilities*" to the interim condensed consolidated financial statements included in Part I, Item 1 of this quarterly report on Form 10-Q.

ITEM 1A. RISK FACTORS

As of June 30, 2025, there have been no material changes from the risk factors previously disclosed in response to Item 1A to Part I of our 2025 Form 10-K.

ITEM 5. OTHER INFORMATION

During the period covered by this quarterly report, none of the Company's directors or executive officers has adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as defined in Item 408 of Regulation S-K under the Securities Exchange Act of 1934).

ITEM 6. EXHIBITS

The following exhibits are filed or furnished, as applicable:

Exhibit No.	Exhibit Description
4.01	Freedom Finance SPC Ltd. US$1,000,000,000 Bond Program Prospectus, as amended*†
4.02	Offer Terms of the US$200,000,000 Bonds (3rd tranche) Due May 26, 2027 issued by Freedom Finance SPC Ltd. under the US$1,000,000,000 Program*
4.03	Offer Terms of the EUR87,935,900 Bonds (4th tranche) Due May 26, 2027 issued by Freedom Finance SPC Ltd. under the US$1,000,000,000 Program*
4.04	Offer Terms of the CNY219,070,900 Bonds (5th tranche) Due May 26, 2027 issued by Freedom Finance SPC Ltd. under the US$1,000,000,000 Program*
4.05	Guarantee Agreement dated May 22, 2025, between Freedom Holding Corp. and Freedom Finance SPC Ltd. in the total amount of US$330,000,000 Bonds (3rd, 4th and 5th tranches) of Freedom Finance SPC Ltd.*
10.01	Employment Agreement dated August 21, 2023 between Freedom Telecom Holding Ltd. and Kairat Akhmetov*†
10.02	Freedom Holding Corp. Secretary Certificate dated January 27, 2025*
10.03	Restricted Stock Award Agreement dated July 9, 2025 between Freedom Holding Corp. and Askar Tashtitov*
10.04	Restricted Stock Award Agreement dated July 9, 2025 between Freedom Holding Corp. and Evgeniy Ler*
10.05	Restricted Stock Award Agreement dated July 9, 2025 between Freedom Holding Corp. and Jason Kerr*
31.01	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.02	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.01	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101	The following Freedom Holding Corp. financial information for the periods ended June 30, 2025, formatted in inline XBRL (eXtensive Business Reporting Language): (i) the Cover Page; (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Operations and Statements of Other Comprehensive Income, (iv) the Condensed Consolidated Statements of Stockholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows, and (vi) the Notes to the Condensed Consolidated Financial Statements.*
104	Cover page formatted in inline XBRL (included in Exhibit 101). *

* Filed herewith.

† Certain portions of these documents have been redacted in accordance with Item 601(a)(5) and Item 601(a)(6) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

FREEDOM HOLDING CORP.

Date: August 8, 2025	/s/ Timur Turlov Timur Turlov Chief Executive Officer
Date: August 8, 2025	/s/ Evgeniy Ler Evgeniy Ler Chief Financial Officer

EXHIBIT 4.01

Schedule 3 (Audited Financial Statements) to this exhibit has been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company hereby agrees to provide a copy of the omitted schedule to the SEC upon request.

Freedom Finance SPC Ltd.

(Incorporated as a special purpose company under the legislation of the Astana International Financial Centre)

U.S.$1,000,000,000 Bond Programme

Freedom Finance SPC Ltd. (the "Company" or the "Issuer" or "FFSPC") has established U.S.$1,000,000,000 bond programme (the "Programme") valid until 31 December 2033, pursuant to which the Issuer may from time-to-time issue bonds (the "Securities" or the "Bonds", and each a "Bond") in accordance with the Acting Law of the Astana International Financial Centre (the "AIFC"). Each series of Bonds issued under the Programme is hereinafter referred to as "Tranche". The Programme may be comprised of one or more Tranches. This document constitutes the prospectus of the Programme (the "Prospectus") described herein and has been prepared by the Issuer pursuant to Section 1.3 of the AIFC Market Rules (AIFC Rules No. FR0003 of 2017). The Prospectus determines terms that are general to each Tranche. Terms of the Bonds not pointed out in this Prospectus will be specified in the relevant offer terms (the "Offer Terms"). Full information on the Issuer and the offer of the Bonds is only available based on this Prospectus and relevant Offer Terms. This Prospectus has been published on the website of the Astana International Exchange Ltd. (the "AIX") at https://www.aix.kz via the AIX Regulatory Announcement Services and on the website of the Issuer at https://fbroker.kz/products/freedombonds. The Offer Terms of each Tranche will be published on the AIX and the Issuer's websites accordingly.

Application has been made for the Bonds issued under the Programme to be admitted to the Official List of the AIX and to be admitted to trading on the AIX. In order for Bonds to be admitted to the Official List of the AIX and to be admitted to trading by the AIX this Prospectus and the Offer Terms under each such Tranche will be delivered to the AIX for approval before the date of admission to the Official List of the Bonds of such Tranche.

AIX does not guarantee that the Bonds will be admitted to the Official List of the AIX. The AIX reserves the right to grant admission of the Bonds to the Official List of the AIX only where it is satisfied that such admission is in accordance with the Acting Law of the AIFC, including AIX Business Rules. The Issuer did not seek independent legal advice with respect to listing the Bonds on the AIX in accordance with this Prospectus.

AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this Prospectus including the accuracy or completeness of any information or statements included in it. Liability for the Prospectus lies with the issuer of the Prospectus and other persons such as Experts whose opinions are included in the Prospectus with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which the Prospectus relates for any particular investor or type of investor. If you do not understand the contents of this Prospectus or are unsure whether the Securities are suitable for your individual investment objectives and circumstances, you should consult an authorized financial advisor.

No representation or warranty, expressed or implied, is made by the Lead Manager as to the accuracy or completeness of the information set forth in this Prospectus, and nothing contained in this Prospectus is, or shall be relied upon as a promise or representation, whether as to the past or the future. The Lead Manager does not assume any responsibility for the accuracy or completeness of the information contained in this Prospectus.

Under no circumstances shall this Prospectus constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction outside AIFC or under any circumstances in which such offer, solicitation or sale is not authorized or would be unlawful. Recipients of this Prospectus who intend to subscribe for or purchase the Bonds are reminded that any subscription or purchase may only be made on the basis of the information contained in the Prospectus.

These Bonds constitute debt instruments. An investment in the Bonds involves risks. By subscribing to the Bonds, investors lend money to the Issuer who undertakes to pay interest on a regular basis as indicated in the relevant Offer Terms for each Tranche and to reimburse the principal within 15 (fifteen) calendar days starting from the Maturity Date. In case of bankruptcy or default by the Issuer, investors may not recover the amounts they are entitled to and risk losing all or part of their investment. The Bonds are intended for investors who are capable of evaluating interest rates in light of their knowledge and financial experience. An investment decision must solely be based on the information contained in the present Prospectus. Before making any investment decision, investors must read the Prospectus in its entirety (and, in particular, Clause "Risk factors" in the Prospectus). Each potential class of investor must investigate carefully whether it is appropriate for them to invest in the Bonds, taking into account his or her knowledge and experience and must, if needed, obtain professional advice before making an investment in the Bonds.

SINCE THE BONDS ARE RECOGNISED AS BONDS OF FREEDOM HOLDING CORP. IN ACCORDANCE WITH THE U.S. TAX LAWS, IT IS IMPORTANT FOR THE U.S. AND NON-U.S. BONDHOLDERS TO READ THE FOLLOWING INFORMATION.

Under the U.S. tax laws, coupon interest payments on the Bonds will be deemed to be payable from a source in the United States. Coupon interest payments made to the non-U.S. Bondholder generally will be subject to U.S. withholding tax at the rate of 30% unless the non-U.S. Bondholder provides FFSPC on the Record Date of each coupon period (in accordance with clause 3.6. "Notices" of the Securities Notes section) with a properly executed IRS Form W-8BEN (for individuals) or W-8BEN-E (for legal entities which are not flow through entities for tax purposes) or other relevant IRS Form, establishing an exemption from, or reduction of the withholding tax. Prospective investors should carefully read clause 3.7 "Taxation" of the Securities Notes section. Each prospective investor should consult their own tax advisors regarding any reporting obligations they may have as a result of their acquisition, ownership or disposition of the Bonds.

Lead Manager

Freedom Finance Global PLC

The date of this Prospectus is 30 April 2025

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PROSPECTUS SUMMARY

1. Introduction

The Prospectus Summary should be read as an introduction to Prospectus. Any decision to invest in Securities should be based on a consideration of the Prospectus as a whole by an investor. These Securities (Bonds) constitute debt instruments. An investment in the Bonds involves risks. By subscribing to the Bonds, investors lend money to the Issuer who undertakes to pay interest and to reimburse the principal within 15 (fifteen) calendar days of the Maturity Date. In case of bankruptcy or default by the Issuer, investors may not recover the amounts they are entitled to and risk losing all or part of their investment. Civil liability attaches only to those Persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Securities.

Issuer	Freedom Finance SPC Ltd., identification number 210540900127. Address: 16, Dostyk Street, Talan Towers offices, floor 26, Astana, Kazakhstan. Telephone: +7 701 958 01 27. E-mail: ffspc@ffin.kz.
Programme	U.S.$1,000,000,000 Programme valid until 31 December 2033.
Prospectus	This Prospectus was approved by the AIX on 16 May 2025. The Prospectus and Offer Terms of the first Tranche issued under the Programme were approved by the Special Resolution of the Issuer on 27 November 2023. The contact details of the AIX are: Address: 55/19 Mangilik El str., Block C 3.4, Astana, Kazakhstan, Z05T3C4 Telephone: +7 (717) 223 53 66.

2. Key Information on the Issuer

2.1. The Issuer of the Bonds

Issuer	Freedom Finance SPC Ltd., incorporated as a special purpose company of the Astana International Financial Centre under the identification number 210540900127.
Principal activities	The Issuer is a subsidiary of Freedom Holding Corp. ("FRHC"). The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favor of the parent company Freedom Holding Corp. FRHC is a public company incorporated under the laws of Nevada, USA. It conducts financial activities, retail brokerage, investment consulting, securities trading, investment banking, underwriting, commercial banking and insurance services through its subsidiaries.
Major shareholders	FRHC. Ultimate beneficiary owner is Timur Turlov (69.95%).
Director of FFSPC	Olga Baskakova acts as a Director and a Secretary of the FFSPC.
Board of Directors	1. Yevgeniy Ler – Chairman of the Board. 2. Sergey Lukyanov – Member of the Board. 3. Madina Mantayeva – Member of the Board, Independent Director.
Auditors	Deloitte LLP. Address: 36 Al-Farabi ave., Almaty, Kazakhstan, 050000. Telephone: + 7 (727) 258-13-40, e-mail: info@deloitte.kz ALMIR CONSULTING LLP. Address: 19, Al-Farabi Ave., Nurly Tau Business Center, block 2b, 403 office, Almaty, Kazakhstan. Telephone: +7 (727) 311-01-18, 311-01-19, 311-01-20, e-mail: almirconsulting@mail.ru

2.2. Key financial information on the Issuer

The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favor of the parent company Freedom Holding Corp. The independent auditors of the FFSPC: ALMIR CONSULTING LLP, issued independent auditor's report in respect of the FFSPC's financial statements for the year ended 31 March 2024 and Deloitte LLP, issued independent auditor's report in respect of the FFSPC's financial statements for the year ended 31 March 2023. The financial statements for the nine months ended 31 December 2024 are unaudited.

Balance sheet, USD thousands	31 March 2023	31 March 2024	31 December 2024
Total Assets	57,413	266,701	46,157
Total Liabilities	60,113	270,772	471,862
Total Equity	(2,700)	(4,071)	(6,705)

Income statement, USD thousands	Year ended on 31 March 2023	Year ended on 31 March 2024	Nine months ended on 31 December 2024
Revenue	2,011	10,489	27,212
Profit (loss) for the year	(1,576)	(2,041)	(2,634)

Cashflow statement, USD thousands	Year ended on 31 March 2023	Year ended on 31 March 2024	Nine months ended on 31 December 2024
Net cash flow from operating activities	239	(800)	(47,755)
Net cash flow from investing activities	(45,181)	(52,553)	0
Net cash flow from financial activities	45,365	207,048	0

2.3. Key risks that are specific to the Issuer/FRHC

The Issuer is a subsidiary of FRHC. The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favor of the parent company FRHC. The risks and uncertainties described in the risk factors below relate to the activities of the FRHC. For more details, please see clause "Risk factors" of the Registration Document section of the Prospectus.

1. Risks related to the Global political, regulatory and economic environment.
2. Risks related to legal and regulatory matters.
3. Risks related to information technology and cyber security.
4. Taxation risks related to FRHC's international operations.
5. Risks related to FRHC's corporate structure and internal operations.

3. Key Information on the Securities

3.1. Terms and conditions of the Securities

The Issue

U.S.$1,000,000,000 Programme valid until 31 December 2033.

When counting the aggregate principal amount of the Programme, Bond issued in currencies other than U.S.$ will be included at the official exchange rate of the National Bank of the Republic of Kazakhstan as at the date of admission of the relevant Tranche to trading on the AIX.

Currency

Currency of each Tranche shall be specified in the relevant Offer Terms.

Number and Nominal Value of the Bonds

Number of Bonds and Nominal Value of each Tranche shall be specified in the relevant Offer Terms.

Rights attached to the Securities

The Bondholders have the right to:

- Receive coupon interest payments in the time and amount stipulated by the Prospectus and relevant Offer Terms of each Tranche.
- Receive Nominal Value upon redemption in the time and amount stipulated by the Prospectus and relevant Offer Terms of each Tranche.
- Freely transfer the Bonds.
- Receive information concerning the Issuer's operations.
- Attend, participate in and vote at meetings of the Bondholders in accordance with the terms and conditions of the Bond specified in the Securities Note section of the Prospectus.
- Require that the Bonds shall immediately become due and repayable at their Nominal Value together with accrued coupon interest if any of the events mentioned in clause 3.3 of Securities Notes occurs and continues for more than 30 (thirty) calendar days.

Ranking

The Issuer shall ensure that at all times the claims of the Bondholders against it under the Bonds rank at least *pari passu* with the claims of all its other unsecured creditors, save those whose claims are preferred by any bankruptcy, insolvency, liquidation or similar laws of general application, as well as per applicable AIFC rules and regulations.

Restrictions on the free transferability

The Bonds are freely transferable and, once admitted to the Official List of the AIX, shall be transferable only in whole in accordance with the applicable rules and regulations of the AIX amended from time to time.

Guarantees attached to the Securities

If applicable, the terms of guarantees attached to each Tranche will be specified in the relevant Offer Terms.

3.2. Information on trading of the Securities

Trading information on each Tranche will be specified in the relevant Offer Terms.

3.3. Key risks specific to the Securities

1. The Bonds are subject to modification, waivers and substitution.
2. Delisting of the Bonds from the Official List of the AIX may subject gains and coupon interest payments on the Bonds to tax in the Republic of Kazakhstan.
3. The market price of the Bonds may be volatile.
4. If any Tranche issued under the Programme is guaranteed the guarantor might default on any payments related to the Bonds.

4. Key information on the admission to trading

4.1. Conditions and timetable for investing in the Securities

Admission to trading	Each Tranche issued under the Programme is expected to be admitted to trading on AIX. Details for admission of each Tranche will be provided in the relevant Offer Terms. AIX is expected to be the main stock exchange for the Bonds issued under the Programme. The Issuer, at its own discretion, may apply for listing of the Bonds on any other stock exchange subject to applicable rules and regulations of such other stock exchange and Offer Terms of the Bonds.
Plan for distribution	Subject to applicable laws and regulations the Bonds will be offered in or from AIFC to a wide range of investors.
Offering method	The offering of the Bonds will be made through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX Central Securities Depository Business Rules and relevant AIX market notices. Trading methods will be specified in the Offer Terms for each Tranche.
Offer period	The offer period including opening and closing dates shall be specified in the relevant Offer Terms of each Tranche.
Selling restrictions	The offering and sale of the Bonds is subject to applicable laws and regulations and the Bonds may not be sold to public in other jurisdictions outside AIFC, including without limitation the United Kingdom, the European Economic Area, other than in compliance with applicable laws and regulations. The Bonds have not and will not be registered under the U.S. Securities Act of 1933 or the securities laws of any state of the United States and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons.
Notification process for investors	Prior to the start of the trading, AIX will publish a market notice specifying the first day of trading on its website: https://aix.kz/news-announcements/aix-market-notices/ All other significant announcements will be made by the Issuer via the AIX Regulatory Announcement Service: https://aix.kz/listings/continuous-disclosure-obligations/company-disclosures-2/
Estimated expenses	Shall be specified in the relevant Offer Terms.

4.2. The purpose of the Prospectus

This Prospectus has been produced in connection with the application for the Bonds to be admitted to the Official List of the AIX and trading on the AIX.

Reasons for the issuance/Use of proceeds	The proceeds received by the Issuer from the issue of the Bonds shall be transferred in the form of loans to the parent company Freedom Holding Corp., which intends to use the net proceeds from the sale of the Bonds for repayment or refinancing of debt, business expansion and general corporate purposes.
Estimated net amount of proceeds	Shall be specified in the relevant Offer Terms.
Lead Manager	Freedom Finance Global PLC, Astana, Esil district, Dostyk street, building 16, non-residential facility No.2, 010016, the Republic of Kazakhstan.
Conflict of interest	No person involved in the offering of the Bonds has any interest in the offering, which is material to the offering.

REGISTRATION DOCUMENT

1. Information about the Issuer

1.1. General information

The full legal name of the Issuer	Freedom Finance SPC Ltd.
Legal form of the Issuer	Special purpose company.
The country of incorporation of the Issuer	• The Issuer was incorporated on 24 May 2021 as a special purpose company of the Astana International Financial Centre under the business identification number 210540900127 in accordance with the AIFC Special Purpose Company Rules (AIFC Rules No. GR0001 of 2017), as amended from time to time. • The contact details of the Issuer are: Address: 16, Dostyk Street, Talan Towers offices, floor 26, Astana, Kazakhstan. Telephone: +7 701 958 01 27. E-mail: ffspc@ffin.kz.

1.2. Investments

The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favour of the parent company FRHC. FFSPC does not have investment activities, the investments described below relate to the activities of the FRHC in Kazakhstan, Uzbekistan, Kyrgyzstan, Cyprus, Germany, the United Kingdom, United States, Greece, Spain, France, Poland, Armenia, Azerbaijan, Turkey and United Arab Emirates.

Investments made in the period ended 31 December 2024

Total investments exceeded U.S.$445.6 mln, mainly consisting of investments in fixed assets – U.S.$53.6 mln and purchase of available-for-sale securities, at fair value of U.S.$392.01 mln.

Investments made in the financial year ended 31 March 2024

Total investments exceeded U.S.$273.7 mln, mainly consisting of investments in fixed assets – U.S.$43.8 mln and purchase of available-for-sale securities, at fair value of U.S.$229.09 mln.

Investments made in the financial year ended 31 March 2023

Total investments exceeded U.S.$368.6 mln, mainly consisting of investments in fixed assets – U.S.$38.5 mln and purchase of available-for-sale securities, at fair value of U.S.$330.0 mln.

Investments made in the financial year ended 31 March 2022

Total investments exceeded U.S.$254.3 mln, mainly consisting of investments in fixed assets – U.S.$5.6 mln and purchase of available-for-sale securities, at fair value of U.S.$248.7 mln.

2. Operational and financial overview

2.1. Actual and proposed business activities:

The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favor of the parent company FRHC. Described below is the actual and proposed business activities, including corporate history, description of business lines, revenue breakdown and information regarding the competition of FRHC.

For purposes of the Registration Document part of the Prospectus, references herein to the “we”. “our”, “us”, “our company”, “our business” and “Freedom” mean Freedom Holding Corp. together with its subsidiaries.

FRHC is a corporation organized in the United States under the laws of the State of Nevada that through its operating subsidiaries provides securities brokerage, securities dealing for customers and for our own account, market making activities, investment research, investment counseling, investment banking services, retail and commercial banking, insurance products, payment services, and information processing services. FRHC also owns several ancillary businesses which complement its core financial services businesses, including telecommunications and media businesses in Kazakhstan that are in a developmental stage. FRHC is headquartered in Almaty, Kazakhstan, with supporting administrative office locations in Cyprus and the United States. FRHC has a presence in Kazakhstan, Uzbekistan, Kyrgyzstan, Cyprus, Germany, the United Kingdom, United States, Greece, Spain, France, Poland, Austria, Bulgaria, Italy, Netherlands, Belgium, Armenia, Azerbaijan, Turkey and United Arab Emirates. FRHC also has subsidiaries in the United States include a broker-dealer that is registered with the United States Securities and Exchange Commission (“SEC”) and the Financial Industry Regulatory Authority (“FINRA”). FRHC’s common stock trades on the Nasdaq Capital Market, Astana International Exchange (“AIX”) and the Kazakhstan Stock Exchange (“KASE”). Through its subsidiaries, FRHC is a professional participant, with a license to provide one or more types of services, on a number of stock exchanges, including the Kazakhstan Stock Exchange (KASE), the Astana International Stock Exchange (AIX), the Republican Stock Exchange of Tashkent (UZSE) and the Uzbek Republican Currency Exchange (UZCE) and is a member of the New York Stock Exchange (NYSE) and the Nasdaq Stock Exchange (Nasdaq). FRHC also owns a 24.3% interest in the Ukrainian Exchange (UX). Freedom EU provides FRHC's clients with operational support and access to investment opportunities in the United States and European securities markets.

Corporate history of FRHC

Reverse Acquisition Transaction

FRHC was originally incorporated in the State of Utah in July 1981. In December 2004 FRHC redomiciled to the State of Nevada. In November 2015, FRHC entered into a reverse acquisition agreement with Timur Turlov changing the entity's name from BMB Munai, Inc. to Freedom Holding Corp. and to acquire from him 100% ownership interests in FFIN Securities, Inc. (now a dormant company), Freedom Finance Europe Limited, and LLC Investment Company Freedom Finance and its wholly owned subsidiary, Freedom Finance JSC. These acquisitions closed in several stages from November 2015 to November 2017 as required audits and regulatory approvals were received.

Legacy Operations

FRHC's legacy brokerage operations were acquired and developed by Timur Turlov. He acquired Beliy Gorod Ltd. in Moscow, Russia, in 2010 and renamed it LLC Investment Company Freedom Finance in 2011. In 2013 LLC Investment Company Freedom Finance acquired Freedom Finance JSC from unrelated third parties. In 2014, Freedom Finance JSC rolled out a branch office network of 14 offices across Kazakhstan and opened 20,000 customer brokerage accounts. Freedom Finance Europe Limited was organized in August 2013 and completed its regulatory licensing in May 2015.

In July 2014, Timur Turlov established Freedom Securities Trading Inc. (formerly FFIN Brokerage Services, Inc.) ("FST Belize"), a corporation registered in and licensed as a broker dealer in Belize, to provide brokerage services to customers seeking to purchase or trade securities in the international securities markets. FST Belize is 100% owned by Timur Turlov and is not part of FRHC's group of companies.

Significant Recent Milestones

- On 26 September 2019 FRHC's shares were approved for listing on Nasdaq and the shares began trading on Nasdaq on 15 October 2019.
- In December 2020 FRHC completed the acquisition of JSC Kassa Nova Bank, a Kazakhstan consumer bank with 10 branch offices across Kazakhstan, which were subsequently renamed Bank Freedom Finance Kazakhstan JSC.
- In December 2020 FRHC completed the acquisition of Freedom Capital Markets, a registered agency-only execution broker-dealer on the floor of the New York Stock Exchange, which represented our initial entry into the U.S. market.
- On 17 May 2022 FRHC completed the acquisition of two insurance companies, Freedom Finance Life JSC and Freedom Finance Insurance JSC. These two companies were 100% controlled by FRHC's chief executive officer, chairman and majority shareholder, Timur Turlov.
- In February 2023 FRHC completed the divestiture of its Russian subsidiaries.

Business lines of FRHC

Securities Brokerage Services

We provide a comprehensive range of securities brokerage services to individuals, businesses and financial institutions. Depending on the region, our brokerage services may include securities trading and margin lending. Customers can establish accounts and conduct securities trading with transaction-based pricing both through on-line tools and at retail locations. We market our brokerage services through a number of channels, including telemarketing, training seminars and investment conferences, print and online advertising using social media, mobile app and search engine optimization activities. We offer full-service retail brokerage services covering a broad array of investment alternatives including exchange-traded and over-the-counter corporate equity and debt securities, money market instruments, derivatives, government bonds, and mutual funds. A substantial portion of our revenue is derived from commissions from customers through accounts with transactionbased pricing. Brokerage commissions are charged on investment products in accordance with a schedule that aligns with local practices. We provide our brokerage customers with access to the U.S. stock markets, and a significant amount of our brokerage business relates to trading in U.S.-exchange listed and OTC securities by our brokerage customers.

A majority of the trades we execute for our brokerage customers are done on an "over the counter" basis with counterparties outside the United States, including institutional market maker customers who hold accounts with us or, previously, with our FST Belize affiliate, from whom we earn commissions. We use the services of third-party U.S.-registered securities broker dealer and clearing firms to execute substantially all of our trades that are executed directly in the U.S. market.

For both individual and institutional brokerage clients, we may enter into arrangements for securities financing transactions in respect of the financial instruments provided by us on behalf of the client or may use such financial instruments for our own account or the account of another client. We maintain omnibus brokerage accounts for certain institutional brokerage clients, in which transactions of the underlying clients of such institutional clients are combined in a single account with us. We may use the assets within the omnibus accounts to finance, lend, provide credit or provide debt financing or otherwise use and direct the order or manner of assets for the financing of other clients of ours.

Retail Brokerage

We offer full-service retail brokerage services covering a broad array of investment alternatives including exchange-traded and over-the-counter corporate equity and debt securities, money market instruments, exchange traded options and futures contracts, government bonds, and mutual funds. A substantial portion of our revenue is derived from commissions from customers through accounts with transaction-based pricing. Brokerage commissions are charged on investment products in accordance with a schedule we have formulated that aligns with local practices. We provide our brokerage customers with access to the U.S. stock markets, and a significant amount of our brokerage business relates to trading in U.S.-exchange listed and OTC securities by our brokerage customers. We use the services of third-party U.S.-registered securities broker dealer and clearing firms to execute substantially all of our trades in the U.S. market.

As of March 31, 2024, 2023 and 2022, respectively, we had approximately 530,000, 370,000 and 250,000 total brokerage customer accounts, of which more than 58%, 56% and 58% had positive cash or asset account balances. As of March 31, 2024, we had approximately 96,000 active accounts, as compared to 52,000 and 53,000 active accounts as of March 31, 2023 and 2022, respectively. As of December 31, 2024, we had approximately 618,455 total brokerage customer accounts and approximately 139,170 active accounts. We define “active accounts” as those from which at least one transaction occurred in the quarter prior to the date of calculation.

Proprietary Trading and Investment Activities

In the normal course of our business, we take securities positions as a market maker and/or principal to facilitate customer transactions and for investment purposes. In market making activities and when trading for our own account, we expose our own capital to the risk of fluctuations in market value. Investment decisions are determined in accordance with internal policies and recommendations of our internal investment committees. The size of our securities positions varies substantially based upon economic and market conditions, allocations of capital, underwriting commitments and trading volume of an individual issuer’s securities. Also, the aggregate value of inventories of securities which we may carry is limited by the net capital and capital adequacy rules in effect in the jurisdictions where we conduct business.

Capital Markets/ Investment Banking Services

Our investment banking business consists of investment banking professionals in Kazakhstan, Uzbekistan and the United States who provide strategic advisory services and capital markets products. Our investment banking team focuses on multiple sectors including consumer and business services, energy, financial institutions, real estate, technology, media and communications. In Kazakhstan and Uzbekistan, commercial banks are currently focusing their financing activities on large or state-owned enterprises, and commercial lending sources impose loan structures and debt covenants that preclude many companies from obtaining such lending. This has created growing interest in and demand for our investment banking services in those countries. In the United States, our investment banking activities include, among others, underwriting of debt and equity offerings on both a “best efforts” and a firm commitment basis.

In the equity capital markets area, we provide capital raising solutions for corporate customers through initial public offerings and follow-on offerings, including listings of companies on stock exchanges. We focus on companies in growth industries and participate as market makers in our underwritten securities offerings after the initial placements of shares.

In the debt capital markets area, we offer a range of debt capital markets solutions for emerging growth and small market companies. We focus on structuring and distributing private and public debt for various purposes including buyouts, acquisitions, growth capital financings, and recapitalizations. In addition, we participate in bond financings for both sovereign and corporate issuers in the emerging markets.

Commercial Banking

We offer commercial banking services in Kazakhstan through our Bank Freedom Finance Kazakhstan JSC subsidiary. Prior to the divestment of our Russian subsidiaries, we also offered commercial banking services through a Russian banking subsidiary. We generate banking service fees by providing services that include lending operations, deposit services, money transfers, opening and maintaining correspondent accounts, renting safe deposit boxes, e-commerce money transfer services for legal entities, tender guarantees, and payment card services.

Freedom Box

Freedom Box is a package of payment acquiring services for individual entrepreneurs whereby the entrepreneurs do not need to bring documents to the bank in order obtain the package of services. The package includes an installment plan for clients purchasing the acquiring services, a free POS terminal, an overdraft facility and an entrepreneur’s card. After the client applies and is approved for Freedom Box, it can start using Freedom Box online, and the card and POS-terminal will subsequently be delivered. During fiscal 2024, 3,804 clients subscribed to the Freedom Box service package.

Insurance

On 17 May 2022, we acquired two insurance companies in Kazakhstan, a life insurance company Freedom Finance Life JSC, and a direct insurance carrier, excluding life, health and medical, Freedom Finance Insurance JSC. Prior to our acquiring these companies, each was wholly owned by our controlling shareholder, chairman and chief executive officer, Timur Turlov. We acquired these companies from him at the historical cost paid by him plus amounts he has contributed as additional paid in capital since his purchase. These companies were not initially acquired directly by us because at the time they were put on the market for sale by their prior owner they did not have audit reports conforming to U.S. GAAP standards and had not demonstrated sustained profitability. We do not consider the acquisition of these insurance companies to be material in the context of our group as a whole. The purchase price for Freedom Finance Insurance JSC was U.S.$12.4 million and the purchase price for Freedom Finance Life JSC was U.S.$12.1 million.

We believe incorporating the offerings of these insurance companies with our existing brokerage and banking product and service lines, along with our developing fintech ecosystem in Kazakhstan, will allow us to create a significant sustainable competitive advantage in Kazakhstan as an integrated, efficient and convenient single source for financial services.

Freedom Finance Life JSC

Freedom Finance Life JSC was established in 2014 and was acquired by Timur Turlov in 2019. Freedom Finance Life JSC provides a range of health and life insurance products to individuals and businesses, including life insurance, health insurance, annuity insurance, accident insurance, obligatory worker emergency insurance, travel insurance and reinsurance.

As of March 31, 2024, Freedom Life had 387,103 clients and 616,301 active contracts. As of March 31, 2024, Freedom Life had total assets of approximately $372.2 million and total liabilities of approximately $290.2 million. During the fiscal year ended March 31, 2024, Freedom Life experienced a 121% increase in gross insurance premiums written and recognized a net profit of approximately $23.5 million. As of March 31, 2024, Freedom Life's market share in the Kazakhstan life insurance market was 12% based on gross written premiums for life insurance, and it held an approximately 56% market share in the Kazakhstan voluntary life-related accident insurance market, in each case according to the National Bank of Kazakhstan.

Freedom Finance Insurance JSC

Freedom Finance Insurance JSC operates in the “general insurance” industry, was established in 2009 and was acquired by Timur Turlov in 2019. Freedom Finance Insurance JSC is the leader in online insurance in Kazakhstan and offers various general insurance products in property (including automobile), casualty, civil liability, personal insurance and reinsurance. In 2021 Freedom Finance Insurance JSC was recognized by online and print magazine Global Banking & Finance Review as the Best Online Insurance Company Kazakhstan, Best General Insurance Company Kazakhstan and Best Auto Insurance Company Kazakhstan.

Freedom Finance Insurance JSC distributes its products and services through different channels such as the internet, payment terminals and a call center. By utilizing its digital solutions, Freedom Finance Insurance JSC’s customers can purchase Freedom Finance Insurance JSC products within five minutes and have a personal account for managing policies.

On 31 March 2023, Freedom Finance Insurance JSC had 320,923 active contracts. As of March 31, 2024, Freedom Insurance had 146,466 clients and 190,872 active contracts. As of March 31, 2024, Freedom Insurance had total assets of approximately $163.1 million and total liabilities of approximately $112.9 million. During the fiscal year ended March 31, 2024, Freedom Insurance had an 84% increase in written insurance premiums received as compared to fiscal 2023 and recognized net profit of approximately $16 million. According to the NBK, as of March 31, 2024, Freedom Insurance had an approximately 7% share of the total Kazakhstan general insurance market based on total assets and had an approximately 3% share of the Kazakhstan car owners liability insurance market based on insurance premiums received. On August 27, 2022, we acquired 100% of JSC Insurance Company “London-Almaty” (“London-Almaty”), a Kazakhstan insurance company, and on December 19, 2022, this company was merged into Freedom Insurance.

Information Technology

FRHC’s business model places heavy reliance on information technology to offer customers a seamless digital experience, meet their diverse needs, and ensure stringent adherence to regulatory requirements and information security standards. To support sustainable growth of the Freedom ecosystem, our information technology is focused on continuous development that empowers business users with technology that accelerates the time-to-market for digital products while enhancing predictability. We seek to harmonize technology governance approaches across all of our companies and centralize key IT processes. Our IT strategy is designed to leverage technology as a key driver of success within our group. We are continuously adapting to the rapidly evolving digital landscape and aligning our technological capabilities with the changing needs of our customers and stakeholders. By fostering innovation, enhancing collaboration, and prioritizing business continuity and growth, we aim to establish a strong technological foundation that supports our strategic objectives.

Digital Ecosystem and Product Expansion

Operating under the “Freedom” brand, our comprehensive suite of digital products and services enables our customers to engage in electronic trading and to monitor their accounts. Our flagship online trading platform Freedom Broker is designed for a wide range of investors featuring a comprehensive and user-friendly interface and secure infrastructure. The platform allows users to trade a diverse array of financial instruments, including stocks, options, and ETFs from major global exchanges such as the KASE, AIX, NYSE, Nasdaq, ATHEX, the London Stock Exchange, the Chicago Mercantile Exchange, the Hong Kong Stock Exchange and Deutsche Börse. In addition to trading capabilities, we have expanded our digital solutions to include mortgages, auto loans, and insurance products. We also operate Ticketon Events LLP (“Ticketon”), the largest online ticket sales company in Kazakhstan and Paybox platform, the digital payment aggregator which enables our customers to accept payments from buyers using a wide range of payment methods, including bank cards, online banking, electronic money, and more.

In April 2024, Freedom Bank KZ launched its mobile application, SuperApp, marking a significant milestone in the Kazakhstan financial technology sector. This innovative app consolidates all essential financial services into one platform, offering clients a seamless and convenient way to manage their finances. With SuperApp, clients can easily check their account balances, review transaction histories, make transfers and payments, open and manage deposits, obtain and repay loans, get access to investment, insurance, lifestyle and other products and services. The app also provides real-time portfolio monitoring, along with access to analytical reports and recommendations, empowering users to make well-informed investment decisions. SuperApp's payment services enable users to pay utility and internet bills, mobile phone charges, and other expenses effortlessly. SuperApp not only enhances the user experience but also aligns with our strategic goals. Customer satisfaction is improved through easy access to all banking and investment services in a single app, coupled with an intuitive interface and personalized recommendations.

Going forward, we are prioritizing the further development of our digital fintech ecosystem by integrating our online and mobile brokerage services, banking offerings, insurance products, payment processing systems, and online commercial ticketing services. Our strategic objective is to provide customers with a comprehensive and usercentric digital experience, offering them convenient access to a wide array of financial products and services through a single platform. When achieving our strategic objectives, we rely heavily on information technology and its continuous development and innovation to offer our users a seamless customer interaction, meet their diverse needs, and ensure stringent adherence to regulatory requirements and information security standards. In alignment with our digital fintech ecosystem strategy, we are expanding our business by entering the telecommunications market in Kazakhstan and regional media industry in Central Asia.

We are seeking to establish a new independent telecommunications operator in Kazakhstan to provide a diverse range of telecommunications and telecommunications-related services to customers which may include, among others, high-quality internet connectivity, mobile virtual network operator (MVNO) services, WiFi access, over-the-top (OTT) streaming, internet protocol television (IPTV), traffic transit for operators and cloud solutions, subject to obtaining applicable licenses, acquisitions of telecom assets or entering into partnerships where required. Our new telecommunications business is operated by Freedom Telecom, a wholly-owned subsidiary of Freedom Holding Corp. incorporated under the laws of the AIFC.

Pursuing further development of our telecom business, on September 17, 2024 we completed the acquisition of a 100% interest in SilkNetCom LLP for a purchase price of approximately $23.9 million and on October 17, 2024 we completed the acquisition of a 100% interest in EliteCom LLP for a purchase price of approximately $3.0 million. SilkNetCom LLP is a company specializing in provider services, IT and construction of telecommunications networks in private and public sectors. EliteCom LLP specializes in telecommunications services, including Internet access, telephone services and cable television for individuals (B2C), provision of Internet access services for legal entities (B2B). Our strategy and budget for Freedom Telecom are currently being reassessed and are subject to revisions, which may be material.

During fiscal 2024, we established Freedom Media LLP ("Freedom Media") as a subsidiary of Freedom Telecom that is intended to become a national media platform in Kazakhstan offering tailored streaming services to the Kazakhstan and broader Central Asia markets. This platform is expected to provide unlimited access to a diverse collection of TV shows, movies, documentaries, and exclusive content across multiple genres.

Revenue breakdown by segments of businesses

	Nine months ended December 31, 2024				
STATEMENTS OF OPERATIONS (USD thousands)	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fee and commission income	327,283	13,592	147	38,954	379,976
Net gain/(loss) on trading securities	31,874	69,616	7,053	(2,764)	105,779
Interest income	188,465	423,271	45,342	3,938	661,016
Insurance underwriting income	0	0	467,224	0	467,224
Net gain/(loss) on FX operations	9,722	(35,882)	3,696	40,977	18,513
Net gain/(loss) on derivative	2,409	28,241	0	41	30,691
Other income/(expense)	3,291	243	(193)	20,265	23,606
TOTAL REVENUE, NET	**563,044**	**499,081**	**523,269**	**101,411**	**1,686,805**

	Year ended 31 March 2024				
STATEMENTS OF OPERATIONS (USD thousands)	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fee and commission income	352,481	26,236	296	61,320	440,333
Net gain/(loss) on trading securities	33,483	87,459	14,114	(1,202)	133,854
Interest income	233,858	524,596	63,676	6,094	828,224
Insurance underwriting income	0	0	264,218	0	264,218
Net gain/(loss) on FX operations	(852)	78,174	(1,306)	(3,771)	72,245
Net gain/(loss) on derivative	(2,019)	(101,805)	0	30	(103,794)
TOTAL REVENUE, NET	**616,951**	**614,660**	**340,998**	**62,471**	**1,635,080**

	Year ended 31 March 2023				
STATEMENTS OF OPERATIONS (USD thousands)	**Brokerage**	**Banking**	**Insurance**	**Other**	**Total**
Fee and commission income	299,070	18,208	128	9,809	327,215
Net gain/(loss) on trading securities	20,736	55,437	16,063	(21,152)	71,084
Interest income	64,654	177,561	41,007	11,473	294,695
Insurance underwriting income	0	0	115,371	0	115,371
Net gain/(loss) on FX operations	(347)	59,190	(1,846)	(4,843)	52,154
Net gain/(loss) on derivative	463	(65,291)	0	2	(64,826)
TOTAL REVENUE, NET	**384,576**	**245,105**	**170,723**	**(4,711)**	**795,693**

Regulatory oversight

We operate in highly regulated industries across several legal jurisdictions. The securities, banking, payment services and insurance business activities of our subsidiaries are subject to extensive regulation and oversight by the stock exchanges, central/national banks, governmental and self-regulatory authorities in the foreign jurisdictions where we conduct business activities. We expect that the regulatory environment will continue to raise standards and impose new regulations with which we will be required to comply in a timely manner.

We operate under various securities, banking and insurance licenses and must maintain our licenses in order to conduct our operations. As of 31 March 2023, we, through our subsidiaries, held: brokerage licenses in Kazakhstan issued by the Agency of the Republic of Kazakhstan for Regulation and Development of Financial Market (the “ARDFM”) and the Astana Financial Services Authority (the “AFSA”), in Cyprus issued by the Cyprus Securities and Exchange Commission (“CySEC”), in the United States issued by FINRA, in Armenia issued by the Central Bank of Armenia, and in Uzbekistan issued by the Ministry of Finance of the Republic of Uzbekistan; a foreign currency operations license in Kazakhstan issued by the ARDFM; a banking license in Kazakhstan issued by the ARDFM; insurance licenses (general and life) in Kazakhstan issued by the ARDFM; and payment services licenses in Kazakhstan, Uzbekistan and Kyrgyzstan.

We spend considerable resources in our general efforts to comply with the various regulations to which we are subject, and we expect this burden to continue in the future.

Competition

We face intense competition in each of the markets where we offer our services. We compete with international, regional and local brokerage, banking, and financial services firms that offer an array of financial products and services. The brokerage and financial service firms which we currently regard as our principal competitors include: Halyk Finance, BCC Invest and First Heartland Securities in Kazakhstan; and eToro and Interactive Brokers in Europe. We consider Bank Freedom Finance Kazakhstan JSC’s principal banking competitors to be Halyk Bank, Kaspi Bank and Bank CenterCredit. In the United States, we expect to compete with, among others, Needham & Company, Craig-Hallum Capital Group and Oppenheimer & Co.

Many of the firms with which we compete are larger, provide additional and more diversified services and products, provide access to more international markets, and have greater technical and financial resources. We leverage competitive advantages we have developed, including our extensive experience in providing investors in our core markets with access to the U.S. and European securities markets, our ability to deliver high quality analytical information and our focus on providing convenient, high tech user-friendly access to our services and the markets. We have also been an active participant in various privatization programs, which has allowed us to develop expertise and a prominent reputation in the public placement of securities of local issuers in the regions where we operate.

2.2. Risk factors

The main activity of the FFSPC is raising funds through issuing and placing bonds for the sole purpose of financing loans in favor of the parent company FRHC. The risks and uncertainties described in the risk factors below relate to the activities of the FRHC.

Risks Related to our Business and Operations

Our relatively limited operational history has coincided with sustained market growth, which may not be predictive of future operating results.

Our legacy brokerage operations were merged into our holding company, which is a Nevada-incorporated company, in several stages between November 2015 and 2017, and we have grown rapidly over the last several years. For example, our total revenue, net (after presenting our former Russian subsidiaries as discontinued operations) was $689.8 million for the fiscal year ended March 31, 2022, $795.7 million for the fiscal year ended March 31, 2023 and $1,635.1 million for the fiscal year ended March 31, 2024. Although we have sustained growth over several years, our operational life has been relatively limited compared to longer-term market and macroeconomic cycles. Our operating history has coincided with a period of general growth in the U.S. equity markets, as well as growth in the financial services and technology industries in which we operate. We therefore have not experienced any prolonged downturn or slowdown in macroeconomic or industry growth or any significant downturn in U.S. equity markets and cannot assure that we will be able to respond effectively to any such downturn or slowdown in the future. In addition, our results have been positively affected by net gains on trading securities, primarily driven by increases in market prices of Kazakhstan sovereign and quasi-sovereign debt securities held in our proprietary portfolio. As such, our recent growth should not be considered indicative of our future performance. Further, as a result of the limited operating history of FRHC in its current form, and our rapid growth during sustained favorable market and economic conditions, we have limited financial data that can be used to evaluate our future prospects, which subjects us to a number of uncertainties, including our ability to plan for, model and manage future growth and risks.

We may not be able to manage our growth effectively.

We have experienced recent rapid growth in our business over a short period. Our number of total retail brokerage customer accounts increased from approximately 250,000 as of March 31, 2022 to approximately 530,000 as of March 31, 2024. Our total number of employees increased from 3,421 employees as of March 31, 2022 to 6,197 employees as of March 31, 2024. Our total assets increased by 157% to $8.3 billion as of March 31, 2024 from $3.2 billion as of March 31, 2022. In addition, we have made a number of recent significant acquisitions, including the acquisitions of Freedom Bank KZ and PrimeEx in December 2020, and Freedom Life and Freedom Insurance in May 2022. For the fiscal year ended March 31, 2024 we have also made several acquisitions, including the acquisitions of Aviata LLP ("Aviata") and Internet-Tourism LLP ("Internet Tourism") in April 2023, Arbuz in May 2023, and ReKassa in July 2023. In addition, in November 2023, our Board of Directors approved a plan to expand our business by entering the telecommunications market in Kazakhstan through our Freedom Telecom subsidiary, pursuant to our strategy to build a digital fintech ecosystem. Also in furtherance of our strategy to build a digital fintech ecosystem, on January 25, 2024, Freedom Telecom established a subsidiary, Freedom Media, for the purposes of providing media content to customers in Kazakhstan. There can be no assurance that we will be able to achieve a positive return on the investment we make in the general expansion of our business. Moreover, our overall growth has required and will continue to require significant allocation of capital and management resources, further development of our financial, internal controls and information technology systems, continued upgrading and streamlining of our risk management systems and additional training and recruitment of management and other key personnel. At the same time, we must maintain a consistent level of client services and current operations to avoid loss of business or damage to our reputation. If we fail to adequately manage growth, such failure may have a material adverse effect on our business, results of operations, financial condition and cash flows.

We anticipate that acquisitions will continue to play a key role in our growth strategy, but we may be unable to identify, acquire, complete or integrate acquisition targets successfully.

Acquisitions have been, and continue to be, a significant component of our growth strategy. However, there can be no assurance that we will be able to continue to grow our business through acquisitions as we have done historically, that businesses acquired will perform in accordance with our expectations or that business judgments concerning the value, strengths and weaknesses of businesses acquired will prove to be correct. We will continue to analyze and evaluate the acquisition of strategic businesses or product lines with the potential to strengthen our industry position, expand our customer base or enhance our existing service offerings. There is no assurance that we will identify or successfully complete transactions with suitable acquisition candidates in the future, nor is there assurance that completed acquisitions will be successful. In addition, there are substantial risks associated with acquisitions and expansion into new business areas, including risks that (i) our unfamiliarity with new lines of business may adversely affect the success of such acquisitions, (ii) revenue from such activities might not be sufficient to offset the development, regulatory and other implementation costs, (iii) competing products and services and shifting market preferences might affect the profitability of such activities, and (iv) our internal controls might be inadequate to manage the risks associated with new activities. There is also substantial cost and time expended to complete post-closing integration of acquisitions, including human resource training, data and technology systems and operational processes. We may also incur potential dilution of our brand, assumption of known and unknown liabilities, indemnities and potential disputes with the sellers. Any such difficulties could disrupt our ongoing business, distract our management and employees, increase our expenses and adversely affect our results of operations. Furthermore, we cannot provide any assurance that we will realize the anticipated benefits and/or synergies of any such acquisition or investment.

We have engaged in related party transactions and arrangements, which exposes us to a number of risks.

We have engaged in related party transactions and arrangements, in particular with companies controlled by our Chief Executive Officer Timur Turlov, and we expect to continue to do so from time to time going forward. For example, from the time of our establishment through March 2024, we engaged in a significant volume of transactions with our FST Belize affiliate through its omnibus account arrangement with our Freedom EU subsidiary. In fiscal 2024, 2023 and 2022 respectively, approximately 14%, 60% and 82% of our fee and commission income was derived from transactions with FST Belize. As of March 31, 2024, we had terminated our omnibus brokerage relationship with FST Belize. In addition to our transactions with FST Belize, we have also engaged in other related party transactions and arrangements. For example, we have continuing involvement with an affiliated company, the microfinance organization Freedom Finance Credit, through the purchase and sale of right of claims of retail loans. Our entry into related party transactions and arrangements subjects us to certain risks. In particular, related party transactions are generally regarded as increasing the risk of misstatements or omissions in financial reporting, the risk of transactions being done on other than arm’s length terms due to the close ties between the parties involved and the risk of regulatory non-compliance. In addition, the large extent of our related party transactions in the past with FST Belize could have an adverse effect on our relationships with applicable regulators and on our reputation.

Competition in the markets in which we operate may result in a decrease in our market share and/or profitability.

We face intense competition in each of the markets where we offer our services. We compete with international, regional and local brokerage, banking, and financial services firms that offer an array of financial products and services. Many of the firms with which we currently compete, or will compete in the future, are larger, provide additional and more diversified services and products, provide access to more international markets, and have greater technical and financial resources. In addition, as part of our strategy to enter the telecommunications and media markets in Kazakhstan, we will compete with various telecommunications operators and other participants in the telecommunications market and with various media providers, respectively. Our competition in the telecommunications area will relate to attracting and retaining customers as well as obtaining licenses and entering into partnerships. If we fail to compete effectively with other firms and participants in any of the markets in which we operate, or with potential new entrants to such markets, this could have a material adverse effect on our business, results of operations, financial condition and cash flows.

We plan to incur losses in our new telecommunications and media businesses.

Our recently established telecommunications subsidiary, Freedom Telecom, is currently expected to be loss-making for the first several years of its operations, based on assumptions included in our current financial model. Such losses, and increased debt service costs associated with funding the implementation of the strategic plan, will have an adverse effect on our consolidated net income in the relevant periods. Our strategy and budget for Freedom Telecom are currently being reassessed and are subject to revisions, which may be material. In addition, we currently project that our recently established Freedom Media subsidiary will incur losses in the calendar years from 2024 to 2026 with profitability forecasted to commence from the 2027 calendar year onwards, based on assumptions included in our financial model.

We may be unable to implement our digital fintech ecosystem strategy successfully.

A component of our business strategy is to build a digital fintech ecosystem through which our products and services can be provided to our customers. Our ability to execute this strategy could be affected by a number of factors, including but not limited to, the factors described in our annual report on Form 10-K for the fiscal year ended March 31, 2023. There are substantial risks associated with our efforts to build a digital fintech ecosystem, including risks that (i) our unfamiliarity with new lines of business may adversely affect the success of such actions, (ii) revenue from such activities might not be sufficient to offset the development, regulatory and other implementation costs, (iii) competing products and services and shifting market preferences might affect the profitability of such activities and (iv) our internal controls might be inadequate to manage the risks associated with new activities. If any such expansions into new product markets are not successful, there could be a material adverse effect on our business and results of operations. In particular, we can give no assurance as to our future ability to successfully implement our telecommunications strategy in Kazakhstan in a timely fashion or on profitable terms. Our ability to do so will depend on, among other things, our ability to construct a backbone network, obtain frequency licenses or enter into partnerships with incumbent operators and acquire smaller companies in the sector. Our ability to accomplish our goals in this business area on schedule and within budget, achieve our revenue targets or realize acceptable returns, is subject to a number of risks as a result of factors over which we have no control, including the need for regulatory approvals, the availability of equipment and labor, equipment breakdowns or accidents, adverse weather conditions, social unrest, unforeseen or uncontrollable cost increases and other risks associated with the deployment of new telecommunications infrastructure. We can give no assurance as to the commercial viability of our planned backbone network or our ability to overcome any obstacles we may encounter during their construction or to complete them, or as to our ability to finance our capital expenditures in connection with their establishment. Our ability to operate our telecommunications business, once established, successfully and profitability will also depend on a number of factors, many of which are beyond our control. Similarly, we can give no assurance as to our future ability to establish a media business in Kazakhstan in a timely fashion or on profitable terms. Given the various risks to which we are exposed and the uncertainties inherent in the relevant business areas, we cannot guarantee the successful execution of our digital fintech ecosystem strategy. Additionally, the implementation of this strategy may put operational strain on our business and consume management time and focus to the detriment of our existing business operations. If we do not meet our strategic objectives or achieve the initially expected results, we may be unable to recover our investments, which may have a material adverse effect on our business, financial condition and results of operations. Furthermore, the cost of certain online and technology investments, including any operating losses incurred, could adversely impact on our financial performance in the short term and failure to realize the benefits of these investments may adversely impact our financial performance over the long term.

We could suffer significant losses from credit exposure.

We are exposed to credit risk through our products and assets, such as loans issued, marginal lending, derivatives, debt securities, reverse repurchase agreements, and trading account assets. A decline in the financial condition of our borrowers, brokerage clients, counterparties, or the assets securing these products could negatively impact our financial standing, operational performance and cash flows.

Our loan portfolio may be impacted by global, regional and local macroeconomic and market dynamics, including prolonged weakness in GDP, reductions in consumer spending, decreases in property values or market corrections, growing levels of consumer debt, rising or high unemployment rates, changes in foreign exchange or interest rates, widespread health crises or pandemics, severe weather conditions, and the effects of climate change. Economic or market stresses generally have negative effect on the business landscape and financial markets. Decreases in property values or market adjustments may increase the likelihood of borrowers or counterparties failing to meet their obligations to us, potentially leading to an increase in credit losses.

The main share of our customer loan portfolio is represented by digital mortgage loans issued within the framework of state support programs, funded from the funds of quasi state organizations. We participate in the government mortgage program in which the Kazakhstan government provides funding in the amount of approved mortgages and buys out the mortgages after disbursement with a recourse to the bank in case of default by a borrower. We mitigate our credit risk exposure in this case by our security interest in the financed real estate property. As such, significant rate of mortgage defaults in Kazakhstan could adversely affect our banking operations and the ultimate success of our digital mortgage product.

We reserve for potential credit losses in the future by recording a provision for credit losses through our earnings. This includes the allowance for credit losses based on management’s estimates of current expected credit losses over the life of the respective credit exposures. These estimates are based on a review of past events, current conditions, and reasonable forecasts of future economic situations that might influence the recoverability of our loans. Our approach to determining these allowances involves both quantitative methods and a qualitative framework. Within this framework, management uses its judgment to evaluate internal and external risk factors. However, such judgments are inherently subject to the risk of misjudging these factors or misestimating their effects. We cannot guarantee that charge-offs related to our credit exposures will not happen in the future. Market and economic changes could lead to higher default and delinquency rates, adversely affecting our loan portfolio’s quality and potentially resulting in higher charge-offs. While our estimates account for current conditions and anticipated changes during the portfolio’s lifetime, actual outcomes could be worse than expected, significantly impacting our financial results, condition and cash flows.

We extend margin loans to our brokerage customers. As of March 31, 2024, we had margin lending receivables in the amount of approximately $1.7 billion and $376.3 million as of March 31, 2023. When we purchase securities on margin, enter into securities repurchase agreements or trade options or futures, we are subject to the risk that we, or our customers, may default on those obligations when the value of the securities and cash in our own proprietary or in the customers’ accounts falls below the amount of the indebtedness. Abrupt changes in securities valuations and the failure to meet margin calls could result in substantial financial losses. Margin loans are collateralized by cash and securities in the customers’ accounts. The risks associated with margin credit increase during periods of fast market movements, or in cases where collateral is concentrated and market movements occur. During such times, customers who utilize margin loans and who have collateralized their obligations with securities may find that the securities have a rapidly depreciating value and may not be sufficient to cover their obligations in the event of a liquidation. We are also exposed to credit risk when our customers execute transactions, such as short sales of equities that can expose them to risk beyond their invested capital. Because we indemnify and hold harmless our clearing houses and counterparties from certain liabilities or claims, the use of margin loans and short sales may expose us to significant off-balance-sheet risk in the event that collateral requirements are not sufficient to fully cover losses that customers may incur and those customers fail to satisfy their obligations. The amount of risk to which we are exposed from the margin lending we extend to our customers and from short sale transactions by our customers is potentially unlimited and not quantifiable as the risk is dependent upon analysis of a potential significant and undeterminable increase or fall in stock prices. As a matter of practice, we enforce real-time margin compliance monitoring and liquidate customers’ positions if their equity falls below established margin requirements.

Our clearing operations also require a commitment of our capital and, despite safeguards implemented through both manual and automated controls, involve risks of losses due to the potential failure of our customers or counterparties to perform their obligations under these transactions If our customers default on their obligations, including failing to pay for securities purchased, deliver securities sold, we remain financially liable for such obligations, and although these obligations are collateralized, we are subject to market risk in the liquidation of customer collateral to satisfy those obligations. While we have established systems and processes designed to manage risks related to our clearing and execution services, we face a risk that such systems and processes might be inadequate. Any liability arising from clearing and margin operations could have an adverse effect on our business, financial condition, results of operations and cash flows.

Furthermore, we have exposure to credit risk associated with our proprietary investments. We rely on the use of credit arrangements as a significant component of our trading strategy. Our investments are subject to price fluctuations as a result of changes in the financial markets' assessment of credit quality. Loss in securities value can negatively affect our financial performance and earnings if our management determines that such securities are other-than-temporarily-impaired ("OTTI"). The evaluation of whether OTTI exists is a matter of judgment, which includes the assessment of several factors. If our management determines that a security is OTTI, the cost basis of the security may be adjusted, and a corresponding loss may be recognized in current earnings. Deterioration in the value of securities held in our proprietary portfolio could result in the recognition of future impairment charges. Even if a security is not considered OTTI, if we were forced to sell the security sooner than intended, we may have to recognize an unrealized loss at that time.

While we have policies and procedures designed to manage credit risk, the policies and procedures may not be fully effective to protect us against the risk of loss.

Our revenues are concentrated in certain customers and products, which may materially adversely affect our business, results of operations, financial condition and cash flows.

We have derived a significant portion of our fee and commission income from trading activity of certain institutional market maker customers with whom we internalize the execution of trades of our customers. Prior to the end of fiscal 2024, we had such an arrangement indirectly with an institutional market maker customer of our affiliate FST Belize, and since approximately the end of fiscal 2023 we have had such an arrangement directly with an institutional market maker customer of our Freedom Global subsidiary. We receive a commission from such institutional market maker customers for executing their trades, and in the past we earned such commissions indirectly through commissions we received from FST Belize. For the years ended March 31, 2024 and March 31, 2023 we earned fee and commission income from the market maker customer at our Freedom Global subsidiary in an amount of $196.7 million and $24.3 million representing 12% and 7% of our total fee and commission income for fiscal 2024 and 2023, and we earned interest income from margin loans to customers from such customer in an amount of approximately $100 million, representing 6% of our total interest income from margin loans to customers for fiscal 2024. For fiscal 2024, 2023 and 2022, approximately 14%, 60% and 82% of our fee and commission income from our affiliate FST Belize, respectively, and we understand that the majority of such fee and commission income was attributable to execution of trades of a market maker institution with an account at FST Belize. In addition, approximately 93%, 91% and 82% of our trading income in the fiscal years ended March 31, 2024, 2023 and 2022, respectively, was derived from interest income on Kazakhstan government or quasi-government debt securities. These concentrations of our revenues means that our success financial condition is, in part, dependent on the continuation or increase of our revenues from these particular sources. There can be no assurance that our business, results of operations and financial condition will not be adversely affected by changes to, or the termination of, our relationships with, market maker institutions with whom we conduct a substantial amount of business or adverse developments with regard to the debt securities from which we have derived a substantial amount of trading income.

Risks related to our business relationships with third-party broker-dealers, clearing firms and market makers could result in reduced profitability, increased compliance costs, regulatory violations and negative publicity.

A significant amount of our brokerage business relates to trading in U.S.-listed securities by our brokerage customers. Our PrimeEx subsidiary in the United States is not a licensed clearing firm. When executing trades directly in the U.S. market, we rely on the services of a limited number of third-party U.S.-registered securities broker dealer and clearing firms. We also routinely evaluate opportunities to establish relationships with other U.S.-registered securities broker-dealer and clearing firms. While part of our strategy is to consider acquiring an ownership interest in a self-clearing company in the United States in the future on an opportunistic basis in order to provide us additional access to the U.S. stock markets, there can be no assurance that we will ultimately do so. Damage to or the loss of our relationships with the U.S. registered securities broker-dealer and clearing firm on which we currently rely could impair our ability to continue to provide our customers access to the U.S. markets at the volumes and in the manner they are accustomed to and could result in higher transaction costs for us or our customers, any of which could have a material adverse impact on our business, results of operations, financial condition and cash flows.

A majority of the trades we execute for our brokerage customers are done on an "over-the-counter" basis with counterparties outside the United States, including institutional market makers who hold accounts with us or, previously, with our FST Belize affiliate. Such market maker customers may engage in various trading strategies, including short positions. We earn fee and commission income from such market maker customers for executing their trades. This revenue is sensitive to and dependent on trading volumes and therefore tends to decline during periods in which we experience decreased levels of trading generally. Computer-generated buy/sell programs and other technological advances and regulatory changes in the marketplace might continue to tighten spreads on transactions, which could also lead to a decrease in our commissions earned from such market maker customers.

Practices involving arrangements with market makers for order flow have drawn heightened scrutiny from the U.S. Congress, the SEC, U.S. state regulators, regulators in the European Union and other regulatory and legislative authorities. Our competitors may adopt different business practices that could affect our market position. Any negative publicity surrounding practices involving arrangements of the type we utilize with market maker customers generally, or our implementation of these practices, could harm our brand and reputation. If our customers or potential customers believe that they might get better execution quality (including better price improvement) directly from stock exchanges or from our competitors that have different execution arrangements, or if our customers perceive our arrangements with our market maker customers to create a conflict of interest between us and them, or if they begin to disfavor the specific market maker customers with which we do business due to. among other things, any negative media attention regarding our arrangements, they might come to have an adverse view of our business model and might decide to limit or cease the use of our platform. Some customers might prefer to invest through our competitors that do not engage in these arrangements or engage in them differently than do we. Any such loss of customer engagement as a result of any negative publicity associated with our market maker customer arrangements could adversely affect our business, financial condition, results of operations and cash flows.

We are subject to potential losses as a result of our clearing and execution activities.

We provide clearing and execution services for our securities brokerage business. Clearing and execution services include the confirmation, receipt, settlement and delivery functions involved in securities transactions. Clearing brokers also assume direct responsibility for the possession or control of customer securities and other assets, the clearing of customer securities transactions and lending money to customers on margin. Self-clearing securities firms are subject to substantially more regulatory control and examination than introducing brokers that rely on others to perform clearing functions. Errors in performing clearing functions, including clerical and other errors related to the handling of funds and securities on behalf of customers, could lead to (i) civil penalties, as well as losses and liability as a result of related lawsuits brought by customers and others and any out-of-pocket costs associated with remediating customers for losses, and (ii) the risk of fines or other actions by regulators.

A breakdown or interruption in our operational systems or processes may adversely affect our reputation, customers, clients, business activities, operational outcomes, and financial stability.

FRHC faces potential operational risk exposure internally and through our interactions and dependencies on third parties and the infrastructure of the financial services industry. The performance of our operational and security systems, such as computer systems, technologies, data management, and internal processes, along with those belonging to third parties, is crucial. Additionally, we depend on our employees and third parties for routine and ongoing operations. Human errors, misconduct (including fraud), wrongdoing, or failures or breaches in systems or infrastructure by these parties can lead to disruptions within FRHC and increase our exposure to operational and regulatory risks.

Our ability to meet our obligations, and the cost of funds to do so, depend on our ability to access identified sources of liquidity at a reasonable cost.

Liquidity risk is the risk that we will not be able to meet our obligations, including financial commitments, as they come due. This risk is inherent in our operations and can be heightened by a number of factors, including an over-reliance on a particular source of funding, changes in credit ratings or market-wide phenomena such as market dislocation and major disasters. We fund ourselves principally by issuing long-term debt instruments, from deposits at our bank subsidiary, by issuing hybrid financial instruments, by entering into repurchase agreements and from cash flow from operations.

The proportion of our funding represented by customer deposits has been increasing, and we intend for this proportion to continue to increase going forward as part of our funding strategy. We obtain deposits directly from retail and commercial customers and through brokerage firms that offer our deposit products to their customers. However, customer deposits are subject to fluctuation due to certain factors outside our control, such as increasing competitive pressures for retail or corporate customer deposits, changes in interest rates and returns on other investment classes, or a loss of confidence by customers in us or in the banking sector generally, any of which could result in a significant outflow of deposits within a short period of time. To the extent there is heightened competition among Kazakh banks for retail customer deposits, this competition may increase the cost of procuring new deposits and/or retaining existing deposits, and otherwise negatively affect our ability to grow our deposit base. An inability to grow, or any material decrease in, our deposits could have a material adverse effect on our ability to satisfy our liquidity needs.

Maintaining a diverse and appropriate funding strategy for our assets consistent with our wider strategic risk appetite and plan remains challenging, and any tightening of credit markets could have a material adverse impact on us. In particular, there is a risk that corporate and financial institution counterparties may seek to reduce their credit exposures to banks and other financial institutions, which may cause funding from these sources to no longer be available. Under these circumstances, we may need to seek funds from alternative sources, potentially at higher costs than has previously been the case, or may be required to consider disposals of other assets not previously identified for disposal, in order to reduce our funding commitments. Widening credit spreads, as well as significant declines in the availability of credit, have in the past adversely affected our ability to borrow on a secured and unsecured basis and may do so in the future. If our available funding is limited or we are forced to fund our operations at a higher cost, these conditions may require us to curtail our business activities and increase our cost of funding, either of which could reduce our profitability, particularly in our businesses that involve investing, lending and market making.

We may need to raise additional capital, and we cannot be sure that additional financing will be available or available on attractive terms.

To satisfy or refinance existing obligations, support the development of our business, adapt to changing business conditions or carry out our growth strategy through acquisitions, we may require additional cash resources. If our existing resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain other borrowings, and we cannot be certain that such additional financing would be available on terms acceptable to us or at all. The sale of additional equity securities could result in dilution to our stockholders, and additional indebtedness would result in increased debt service costs and obligations and could impose operating and financial covenants that would further restrict our operations.

Reductions in our credit ratings or an increase in our credit spreads could adversely affect our business, liquidity and cost of funding.

On August 24, 2023, S&P Global Ratings placed the ratings of Freedom Holding Corp., Freedom KZ, Freedom Europe, Freedom Global and Freedom Bank KZ on CreditWatch with negative implications. Reasons provided by S&P Global Ratings for the CreditWatch designation included the risk that certain disclosures in the FRHC's annual report and recently published allegations by a third party could lead to a loss of critical counterparties and potentially weaken the FRHC's franchise. On October 31, 2023, S&P Global Ratings removed the ratings of FRHC and its core subsidiaries from CreditWatch on the basis that the immediate fallout from the allegations published by a third party was relatively contained, and it affirmed the long-term credit rating of Freedom Holding Corp. at the "B-" level and long-term and short-term credit ratings of Freedom Finance JSC, Freedom Finance Europe Ltd., Freedom Finance Global PLC and Freedom Finance Kazakhstan Bank JSC at the "B/B" level. The ratings of Freedom KZ and Freedom Bank KZ on the national scale were confirmed at the level of "kzBB+", and S&P Global Ratings revised the outlook on Freedom Holding Corp. and its core subsidiaries to negative. A negative outlook means that the rating agency may revise the rating to a lower level during its next rating action, which may negatively affect our cost of funding and access to liquidity.

Freedom Life has a long-term issuer credit and financial strength rating of of "BB" (negative outlook) and a rating on the Kazakhstan national scale of "kzA+", and Freedom Insurance has a "B+" rating (positive outlook) and "kzBBB+" Kazakhstan national scale rating, in each case from Standard & Poor's. These ratings were affirmed by Standard & Poor's on December 8, 2023.

Reductions in our credit ratings may adversely affect both our ability to obtain long-term funding and our credit spreads and resulting cost of such funding. Our cost of obtaining long-term unsecured funding is directly related to our credit spreads (the amount in excess of the interest rate of benchmark securities that we need to pay). Increases in our credit spreads can significantly increase our cost of this funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. In addition, decreases in the credit rating of Freedom KZ, or FRHC as its owner, may affect Freedom KZ's brokerage license and impose certain requirements on Freedom Holding Corp. as its owner with respect to Freedom KZ's investment portfolio management capacity. Decreases in the credit rating of Freedom Bank KZ may also impose certain requirements on Freedom Holding Corp. as its owner with regard to its regulatory status as a bank holding company in Kazakhstan.

Our investments expose us to a significant risk of capital loss.

We use a significant portion of our capital to engage in a variety of investment activities for our own account, as well as in our exchange-based market making activities. As of March 31, 2024, our assets included $3.7 billion of trading securities, approximately 30.1% of which consisted of corporate debt securities and approximately 65.3% of which consisted of non-U.S. sovereign debt securities. We have relied on leverage, including by entering into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions, to increase the size of our proprietary securities portfolio. As a result, we may face risks of illiquidity, loss of principal and revaluation of assets. The companies in which we invest may concentrate on markets which are or may be disproportionately impacted by pressures in the sectors on which they focus, and their existing business operations or investment strategies may not perform as projected. As a result, we may suffer losses from our investment activities. Our proprietary portfolio is concentrated in the sovereign debt instruments of a few non-U.S. countries and debt and equities of a number of companies. A consequence of this investment strategy is that our investment returns could be materially and adversely affected if these investments do not perform as anticipated or if the market performs differently than we forecast. Moreover, because we rely on leverage in our portfolio, when an investment does not perform within the time horizon we project, we face the risk of either having to close the position at a time when the market price or liquidity might be unfavorable, or extending financing arrangements beyond the time frame initially anticipated, which can result in paying higher financing costs than projected. If a significant investment such as this fails to perform as anticipated our return on investment, liquidity, cash flow, financial condition and results of operations could be materially negatively affected, and the magnitude of the loss could be significant.

Substantially all of our investing and market-making positions are marked-to-market on a daily basis, and declines in asset values directly and immediately impact our earnings. Although we may take measures to manage market risk, such as employing position limits, hedging and using quantitative risk measures, we may incur significant losses from our trading activities due to leverage, market fluctuations, currency fluctuations and volatility. To the extent that we own assets, i.e., have long positions, a downturn in the value of those assets or markets could result in losses. Conversely, to the extent we have sold assets we do not own, i.e., have short positions, an upturn in those markets could expose us to potentially large losses as we attempt to cover our short positions by acquiring assets in a rising market. We cannot give assurance that our investing and marketmaking strategies will be effective in all situations or that those activities will always be profitable. For example, an increase in interest rates, a general decline in debt or equity markets, an inability to properly and cost effectively hedge, economic slowdowns, delays in timing of anticipated events, an inability to identify and engage suitable counterparties, or other market conditions adverse to entities or investments of the type in which we invest or for which we make markets, or other world events, such as wars, including the RussiaUkraine conflict, natural disasters or the outbreak of a pandemic such as Covid-19, could result in a decline in the value of our investments. Additionally, changes in existing laws, rules or regulations, or judicial or administrative interpretations thereof, or new laws, rules or regulations could have an adverse impact on our investments.

We may suffer significant loss from changes in the KASE's requirements related to the discount coefficients on the securities in securities repurchase transactions.

As part of our investment activities, both as an intermediary between borrowers and lenders and on a proprietary basis, we raise funds through repurchase transactions on the KASE. Our short-term financing is primarily obtained through securities repurchase arrangements. As of March 31, 2024, $2.8 billion, or 75%, of the trading securities held in our proprietary trading account were subject to securities repurchase obligations. The securities we pledge as collateral under repurchase agreements are liquid trading securities with market quotes and significant trading volume.

Depending on the reliability of the instrument used to secure the repurchase transaction, the KASE has established the size of the discount for securities. The discount is a decreasing coefficient that sets the maximum borrowing amount for repurchase transactions in relation to each individual instrument. In the event of unexpected changes in the terms of the discount, we may incur financial losses associated with the need to sell securities to cover liquidity at a cost disadvantageous to us, or due to the need to borrow necessary funds at higher rates.

Our risk management framework may not be effective in mitigating risks and/or losses to us.

Our risk management framework is designed to identify, assess, and mitigate risks across our operations, including credit, market, liquidity, operational, IT, cybersecurity, legal, regulatory, reputational and ESG risks. We cannot guarantee that our risk management framework will always be effective, as unforeseen circumstances or misjudgments could arise. If our framework fails to address a particular risk effectively, we could face losses that would negatively impact our business, financial position, and prospects. Regulatory bodies in the jurisdictions where we operate might also impose adverse consequences.

Our modeling and assumptions used in assessing risks in our business may differ materially from actual results.

We use modeling and forecasts to estimate exposures, loss trends and other risks, and to assist us in decision-making related to underwriting, pricing, capital allocation, and other issues associated with our businesses. Our models and forecasts are subject to various unverifiable assumptions, uncertainties, model design errors, complexities and inherent limitations, including those arising from the use of historical internal, industry, and unverified, third-party-provided data and assumptions. If, based upon these models, forecasts or other factors, we misprice our products or fail to correctly estimate the associated risks, our business, results of operations, financial condition and cash flows may be materially adversely affected.

We also establish and monitor underwriting guidelines and an approval process for assessing and addressing risks and their limits; however, we cannot assure that the assumptions our guidelines and limits are based on, or the analysis of those assumptions, are correct or will accurately reflect future results. As a result, we cannot assure that these guidelines and approval process will be effective in mitigating our underwriting risks.

In our insurance business, we may not be able to obtain reinsurance at required levels or prices, or otherwise collect on reinsurance, which could increase our exposure or limit our ability to write new policies.

The availability and cost of reinsurance are dependent on market conditions beyond our control. As a result, reinsurance may not be continuously available to us to the extent and on the terms we require to write new business. If we cannot obtain reinsurance or purchase reinsurance at acceptable prices, we would have to either accept an increase in our exposure, or reduce our insurance exposure by limiting writing new policies that we think necessitate reinsurance protections, either of which could have a materially adverse effect on our insurance businesses.

Further, our reinsurance programs have counterparty risk that may result in uncollectible claims. Collectability from reinsurers is subject to factors such as whether reinsurers have the financial capacity to make payments, whether insured losses meet the conditions of the reinsurance contract, and whether the reinsurer otherwise disputes coverage. Our inability to recover from reinsurers, for any reason, could have a material effect on our results of operations, financial condition, cash flows and business prospects.

We are dependent on our executive management team, particularly Timur Turlov, and our ability to hire and retain skilled personnel.

We depend on the efforts, skills, reputations and business contacts of our executive management team, in particular Timur Turlov, and the management teams of our subsidiaries. These individuals have made significant contributions to our success and we believe our success moving forward depends, to a significant extent, on the experience of these individuals, whose continued service is not guaranteed. If certain individuals leave or are otherwise no longer available to us for any reason, we may not be able to replace them with comparable capable personnel. Due to Mr. Turlov's importance to FRHC, we would be materially adversely affected if Mr. Turlov ceased to actively participate in the management of our business or left FRHC entirely. We do not hold "key man" life insurance on Mr. Turlov or any of our other officers or directors.

In addition to the importance of Mr. Turlov and other executive management in our continued growth and success, we are dependent, in part, on our continued ability to hire, adequately train and retain skilled employees. The pool of experienced and qualified employee candidates is limited in some of the geographical areas where we conduct business, and competition for skilled employees can be significant. Additionally, we rely on experienced managerial, marketing and support personnel to effectively manage and operate our business. If we do not succeed in engaging and retaining skilled employees and other personnel or if we experience a loss of such personnel, we may be unable to meet our objectives and, as a result, our business may suffer.

Extraordinary events beyond our control could negatively impact our business.

Our business and operations could be seriously disrupted and our reputation could be harmed, by events or contributing factors that are wholly or partially beyond our control. The occurrence of such extraordinary events, including the emergence of pandemics or other widespread health emergency (or concerns over the possibility of such an emergency); persistent or recurring endemics; political discord and civil unrest; terrorist attacks; cyber attacks; war and armed conflict (including but not limited to the RussiaUkraine conflict); extreme weather events or other natural disasters; failure of, or loss of access to, technology or operational systems, including any resulting loss of critical data; power, telecommunications or internet outages; or shutdowns of mass transit, could create, and in the cases of Covid-19, civil unrest in Kazakhstan in January 2022, and the Russia-Ukraine conflict, have created, and may continue to create, economic, governmental and financial disruptions, and could lead to operational difficulties (including shutdowns of our offices, quarantine, shelter in place and travel limitations) that could impair our ability to operate our business.

Possible future pandemics may impact the global economy, global financial markets and our business, financial condition, results of operations and cash flows.

The Covid-19 pandemic created financial disruption and impacted the economies of every country in which we operate. Although financial markets have rebounded from the significant declines experienced during the Covid-19 outbreak, signs of underlying economic weakness persist, including elevated levels of market volatility, high unemployment, lack of consumer confidence, depressed levels of business activity in certain sectors, and increased cybersecurity, information security and operational risks resulting from expansion of remote work.

We believe that the interventions from banks and governments in response to the Covid-19 pandemic and the increase in the amount of time people spent at home during the pandemic led to an increase in the opening of investment accounts and investing in securities worldwide. The increased levels of customer activity combined with greater market volatility led to significant growth in our customer accounts, trading volume, fee and commission income, gains in our proprietary trading and net income during the fiscal year ended March 31, 2022. These effects are no longer applicable following the relative return to pre-Covid-19 operating conditions.

If Covid-19 or another highly infectious or contagious disease continues to spread, if the response to contain it is unsuccessful, or if there are adverse changes in political conditions or social unrest as a result of the response, we could experience adverse effects on our business, financial condition, liquidity, results of operations and cash flows.

Our financial results depend on interest rate volatility.

Fluctuations in interest rates can impact our earnings. Declines in interest rates can have a detrimental effect on the interest we earn. An increase in interest rates could negatively impact us if we hold securities that have an inverse relationship with interest rates or where market conditions or the competitive environment induces us to raise our interest rates or replace deposits with higher cost funding sources without offsetting increases in yields on interest-earning assets.

To reduce the negative impact of sanctions and other actions related to the Russia-Ukraine conflict on the Kazakhstan economy, the NBK raised the base rate from 10.25% to 16.75% per annum. The base rate was increased to produce an increase in deposit rates to levels needed to compensate for increased depreciation and inflation risks. This was needed to support financial and price stability and protect the savings of Kazakhstan citizens from depreciation. Russia similarly raised interest rates during this period. The rate increases contributed to a significant net loss on our trading securities, largely due to the revaluation of our bond positions. Despite the fact that since then the NBK decreased the base rate to 14.75% per annum, there always remains a possibility of further interest rate hikes in the future which could have negative effects on our earnings.

We are exposed to foreign currency fluctuation risks.

Because our business is conducted in multiple countries, we face exposure to movements in foreign currency exchange rates. This exposure may change over time as business practices evolve and can have a material impact on our financial statements. Our functional currency is the U.S. dollar. The functional currencies of our subsidiaries include the Kazakhstan tenge, the Euro, the Ukrainian hryvnia, the Uzbekistan sum, the Kyrgyzstan som, the Azerbaijan manat, the Armenian dram, the British pound sterling and the United Arab Emirates dirham. For financial reporting purposes, those currencies are translated into U.S. dollars as the reporting currency. Assets and liabilities are translated at the exchange rate in effect at the balance sheet dates. Revenues and expenses are translated at the average rate of exchange prevailing during the reporting period. As the value of the functional currencies of our subsidiaries weakens against the U.S. dollar, we may realize losses arising as a result of translating such foreign currencies to U.S. dollars. Conversely, as the value of the U.S. dollar weakens against the functional currencies of our subsidiaries, we may realize gains arising as a result of currency translation.

Fluctuations in currency exchange rates have had, and will continue to have, an impact on our results of operations. For example, the countrywide unrest in Kazakhstan in January 2022 and again following the onset of the Russia-Ukraine conflict the government of Kazakhstan imposed rules that included strict restrictions on currency operations between residents and non-residents. Such rules may be imposed when the applicable regulator believes there exists a serious threat to the stability of payment balances, the foreign currency market or economic security and can have a significant impact on currency rate fluctuation.

Damage to our reputation could harm our business.

Maintaining our reputation is critical to attracting and maintaining customers, investors, and employees. If we fail to address, or appear to fail to address, issues that may give increase to reputational risk, we could significantly harm our business. These issues may include, but are not limited to, any of the risks described in this clause 2.2 “Risk factors”, including but not limited to legal and regulatory requirements and actions, measures to prevent money laundering, terrorist financing and sanctions violations and management of risks in relation to related party transactions and arrangements. Adverse developments could impair our reputation and materially adversely affect our business, financial condition, results of operations and cash flows.

Risks Related to the Global Political, Regulatory and Economic Environment

Our business and operations may be materially adversely affected by the ongoing Russia-Ukraine conflict.

Historically, a large portion of our brokerage business was attributable to securities trading by individuals and qualifying institutions in Russia. Although we divested our Russian subsidiaries in February 2023, and we are actively seeking to decrease the amount of our clients located in Russia, the brokerage and banking customers of our non-US subsidiaries continue to include non-sanctioned Russian persons. As a result, we continue to have exposure to Russia, which poses continuing challenges for our business and operations.

Although neither FRHC nor any of its group companies is the subject of any sanctions imposed by the United States, the European Union or the United Kingdom, and we have divested our Russian subsidiaries, the effects of the Russia-Ukraine conflict could adversely impact our business. For example, given Kazakhstan’s extensive historical business ties with Russia, we are exposed to the risk that secondary sanctions could be imposed on participants in the financial sector in Kazakhstan. There is a similar risk that existing international sanctions and countersanctions measures that limit the ability of Russian persons to engage in securities activities in certain securities may be expanded in a manner that curtails our ability to provide brokerage services to such customers through our non-Russian subsidiaries. The effects of the Russia-Ukraine conflict could also limit our ability to, or make it difficult for us to, enter into agreements with certain counterparties. The materialization of any of the foregoing factors could have a material adverse effect on our business, financial condition, results of operations and stock price.

Sanctions imposed by Ukraine on our Chief Executive Officer and our former Ukrainian subsidiary could have a material adverse effect on us.

On October 19, 2022, Timur Turlov, our former Ukrainian subsidiary Freedom UA (which has been deconsolidated from our financial statements starting from the first quarter of fiscal 2024 due to the uncertainty of our ability to control it) and our two former Russian subsidiaries (which Russian subsidiaries have since been divested) were included on the National Security and Defense Council of Ukraine sanctions list, which included more than 2,500 companies and individuals. In connection with these sanctions, the operations of our former Ukrainian subsidiary were suspended. We believe that the inclusion of Mr. Turlov and these subsidiaries on the list was due to perceived connections with Russia. While we believe the inclusion of Mr. Turlov and our former Ukrainian subsidiary on the list is not justified and we have been actively appealing the decision, there can be no assurance as to when they will be removed from the list, if at all. While our former Ukrainian subsidiary is not material in the context of our overall group, the inclusion of Mr. Turlov and our former Ukrainian subsidiary on this list could materially adversely affect our relationships with counterparties and regulators in other jurisdictions and as a result could restrict our ability to conduct our business and carry out our business strategy. In addition, because we have a significant number of Ukrainian brokerage customers that are served by our non-Ukrainian subsidiaries, the existing sanctions imposed by Ukraine or any expansion of such sanctions could adversely affect our brokerage business.

Non-compliance with U.S., EU, UK, Russian or other sanctions programs could adversely impact FRHC.

We are committed to compliance with all applicable economic sanctions, including those related to the Russia-Ukraine conflict. U.S. economic sanctions include prohibitions that are generally administered and enforced by OFAC. With the exception of OFAC’s Iran and Cuba sanctions programs these prohibitions apply to U.S. persons, including companies organized under the laws of the United States and their overseas branches (such sanctions applicable to U.S. persons are generally referred to as “primary” sanctions) but do not apply to non-U.S. subsidiaries of U.S. persons unless the relevant transactions have a nexus with the United States. U.S. economic sanctions also include “secondary” sanctions that make certain activities of non-U.S. persons sanctionable under U.S. statutes such as the Countering America’s Adversaries Through Sanctions Act (CAATSA) or the U.S. President’s executive orders. These sanctions are administered by OFAC and/or the U.S. Department of State. We require all of our group companies to fully comply with all U.S. primary sanctions that are applicable to them and/or to transactions with a U.S. nexus in which they are involved. In addition, where sanctions do not apply to particular transactions or activities due to a lack of a nexus to the jurisdiction that imposed the relevant sanctions, our subsidiaries aim to refrain from any conduct that could create exposure to secondary sanctions, taking into account potential conflicting law issues given that certain of these subsidiaries operate in highly-regulated industries in which a disregard of local law requirements results in regulatory and litigation risk.

Because FRHC is a U.S.-domiciled holding company that operates through its subsidiaries, we are obliged to comply with Ukraine-Russia conflict related sanctions imposed by the United States, but those sanctions do not apply to the fully independent activities of our non-U.S. subsidiaries where there is no U.S. nexus. If, however, it were determined that Freedom Holding Corp. facilitated activities of its subsidiaries that are prohibited under U.S. sanctions, Freedom Holding Corp. could be subject to civil or criminal penalties under OFAC regulations. In addition, non-U.S. companies that cause U.S. companies to violate OFAC regulations may be subject to enforcement action and thereby the imposition of civil or criminal penalties. This could occur, for example, if one of our non-U.S. subsidiaries were to process a U.S. dollar transaction involving sanctioned securities through the

U.S. financial system. The risk of noncompliance may arise in connection with international transactions conducted in U.S. dollars, transfers to or from U.S. bank accounts, or dealings with U.S. broker-dealers.

We maintain omnibus brokerage accounts for several institutional clients. The order flow from these accounts represents transactions of customers of the relevant institutions, which are executed by the relevant institutions through their omnibus accounts with us. While we have agreements with such customers in which they have agreed to comply with sanctions laws, and to grant us access to its customer records for purposes of compliance monitoring upon our request, we do not have direct access to such institutional customers' own customer check systems. While based on the procedures we have performed we believe that the beneficial owners who are the beneficiaries of trades being carried out through such omnibus accounts are not sanctioned persons, because we do not have such direct access we cannot provide assurance that this is the case.

In the event that we believe or have reason to believe that our employees, agents or independent contractors have or may have caused us or any of our subsidiaries to violate applicable economic sanctions laws, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which could be costly and require significant time and attention from senior management. Non-compliance with these laws may result in criminal or civil penalties, which could disrupt our business and result in a material adverse effect on our financial condition, results of operations, and cash flows and cause significant brand or reputational damage.

Sanctions are subject to rapid change, and it is also possible that new sanctions programs could be established, or secondary sanctions could be imposed, by the U.S. or other jurisdictions without warning in relation to the Russia-Ukraine conflict. The extent of current sanctions measures, not all of which are fully aligned across jurisdictions, further increases operational complexity for our business and increases the risk of making errors in managing day-to-day business activities within the rapidly evolving sanctions environment.

We are monitoring closely the developing sanctions environment, including Russian countersanctions, and utilizing dedicated corporate governance structures and inhouse and outside advisors as and when required to ensure our continued compliance. However, we cannot assure that we can remain in compliance with all sanctions and countersanctions.

Emerging markets, such as many of the markets in which we operate, are subject to greater risks than more mature markets, including significant political, economic and legal risks.

Generally, investments in emerging markets are only suitable for sophisticated investors who fully appreciate the significance of the risks involved. Investors in emerging markets should be aware that these markets are subject to greater risk than more mature markets, including in some cases significant political, economic and legal risks, including:

- difficulties in enforcing legal rights;
- corruption in certain countries;
- economic volatility and sustained economic downturns;
- restrictive changes in securities brokerage, financial services and banking laws;
- differing and sometimes conflicting legal and regulatory regimes;
- unpredictable, uncertain and potentially adverse changes to tax regimes;
- difficulties in developing, staffing, and simultaneously managing a number of international operations;
- risks related to government regulation;
- uncertain protection and enforcement of our intellectual property rights;
- uncertain and changing judicial and regulatory environments and requirements;
- currency exchange rate fluctuations and currency exchange controls;
- procuring adequate insurance; and
- political or social unrest, including domestic protests such as occurred in Kazakhstan in January 2022 and international conflicts, such as the Russia-Ukraine conflict.

Emerging market governments and judiciaries often exercise broad, unchecked discretion and are susceptible to abuse and corruption. Investors should also note that emerging economies such as Kazakhstan are subject to rapid change and that the information set out herein may become outdated relatively quickly. Moreover, financial, political or social turmoil in any emerging market country can disrupt the local securities markets.

The economies of Kazakhstan and other countries in which we operate are vulnerable to external shocks and fluctuations in the global economy.

Shocks and fluctuations to the global economy may adversely impact Kazakhstan and the other emerging market countries in which we operate. We estimate that, for fiscal 2024, approximately 89% of our total revenue and most of our total net income was attributable to our operations in Kazakhstan, and as of March 31, 2024, approximately 81% of our total assets were attributable to our operations in Kazakhstan. The economic resilience of Kazakhstan has been tested by global financial shifts and political events, impacting its growth trajectory. Particularly, the Covid-19 pandemic led to a significant downturn in 2020, exacerbated by a sharp decline in oil prices. Although there was a subsequent recovery, the economy's growth rates have been inconsistent, influenced by external challenges such as reduced oil production and supply chain disruptions, partly from the ongoing Russia-Ukraine conflict. Kazakhstan's heavy reliance on its oil and gas sector, despite diversification efforts, underscores the economy's vulnerability. CPC is the main oil export route (at least two thirds of total oil exports), which runs from fields in the west of the country to a terminal near the Russian port of Novorossiysk. Even though Kazakhstan is undertaking efforts to diversify its oil export routes through the Transcaspian International Transport Route (TITR), the CPC will continue to play a major role in the transportation of Kazakhstan's oil. The Russia-Ukraine conflict may cause damages to the Russian port that can lead to a decrease of oil exports for Kazakhstan.

Changes in both the global and domestic environment have resulted in, among other things, lower liquidity levels across the banking sector, tighter credit conditions for Kazakhstan companies generally and fluctuating global demand for, and instability in, the price of crude oil and other commodities and downward pressure on the tenge. For example, the tenge depreciated significantly relative to the U.S. dollar in 2018 mainly due to significant deterioration of external factors, such as depreciation of the Russian ruble and the decrease in crude oil prices (starting from October 2018) due to increased oil reserves and oil production by principal exporters. The tenge depreciated relative to the U.S. dollar by 10.4% in 2020 primarily due to a sharp fall in oil prices caused by the Covid-19 pandemic. As a result of the onset of the Russia-Ukraine conflict, the tenge depreciated by 8.0% relative to the U.S. dollar during the quarter ended March 31, 2022. However, during fiscal 2024 the value of the tenge largely stabilized and appreciated by approximately 4% against the U.S. dollar.

Kazakhstan and other countries remain vulnerable to external shocks and the economic performance of their trading partners. A significant decline in economic growth in the EU or in any of a country's other major trading partners, including Russia (whether or not resulting from international sanctions), could have a material adverse effect on such country's balance of trade and adversely affect its economic growth.

Weaknesses in the global economy, or a future external economic crisis, may have a negative effect on economies or investors' confidence in the markets where we operate. Such developments could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Kazakhstan's economy is vulnerable to internal political and social unrest.

The countrywide unrest in Kazakhstan that occurred in January 2022 resulted in major interruptions to Kazakhstan's financial market. As a result of shutdowns (or restrictions on access to) the internet and the state of emergency declared by the president of Kazakhstan, our Kazakhstan subsidiaries, along with other financial institutions in Kazakhstan, were unable to conduct operations or operated with limited functionality during the unrest. We are currently exploring the possibility of obtaining alternative ways to access the internet in the case of such emergency situations and to eliminate or mitigate the consequences of losing access to the internet. This event also resulted in significant changes to the Kazakhstan government and reshuffling of government officials, which could in turn result in future impacts to the financial markets in Kazakhstan, including possible amendments to legislation that may limit or make it more difficult or expensive to conduct our operations or make our services less attractive to our customers.

Risks Related to Legal and Regulatory Matters

We are subject to extensive regulation, and the failure to comply with laws and regulations could subject us to monetary penalties or sanctions.

Our business is subject to extensive government regulation, licensing and oversight in multiple jurisdictions. Laws, regulations and rules or other obligations to which we are subject include but are not limited to those concerning securities brokerage, retail and commercial banking, insurance services, payment services, securities trading, underwriting and market-making, granting of credit, deposit taking, margin lending, foreign currency exchange, data protection and privacy, cross-border and domestic money transmission, cybersecurity, fraud detection, antitrust and competition, consumer protection, U.S. and non-U.S. sanctions regimes, anti-money laundering and counter-terrorist financing. Our Prime Executions subsidiary is a broker-dealer and investment adviser registered with the SEC and is primarily regulated by FINRA.

As we introduce new products and services and expand existing product and service offerings we may become subject to additional regulations, restrictions, licensing requirements and related regulatory oversight.

Compliance with many of the regulations applicable to us involves a number of risks, particularly in areas where applicable regulations may be subject to varying interpretation. Many of the requirements imposed by these regulations are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us. New regulations may result in enhanced standards of duty on our subsidiaries in their dealings with their clients. Consequently, these regulations often serve to limit our activities, including through net capital, customer protection and market conduct requirements, including those relating to principal trading.

We have implemented policies and procedures designed to ensure compliance with applicable laws and regulations. Notwithstanding these measures, it is possible that our employees, contractors, and agents could nevertheless breach such laws and regulations. We may be subject to legal claims from our customers and counterparties, as well as regulatory actions brought against us by the regulators, self-regulatory agencies and supervisory authorities that oversee and regulate the industries in which we operate.

From time to time, we have been, and in the future may be, subject to investigations, audits, inspections and subpoenas, as well as regulatory proceedings and fines and penalties brought by regulators. We are subject to regulation from numerous regulators, which include, but are not limited to, the NBK, the AFSA, the ARDFM, CySEC and the SEC. We have received various inquiries and formal requests for information on various matters from certain regulators, with which we have cooperated and will continue to do so. If we are found to have violated any applicable laws, rules or regulations, formal administrative or judicial proceedings may be initiated against us that may result in censure, fine, civil or criminal penalties. For example, on February 13, 2023, following an elective audit of Freedom Bank KZ commenced by the ARDFM in June 2022, the ARDFM issued an order providing that Freedom Bank KZ violated a number of banking laws and regulations. In connection with such order, Freedom Bank KZ developed and implemented a remediation plan, the completion of which was confirmed on April 10, 2024. We could also experience negative publicity and reputational damage as a result of future lawsuits, claims or regulatory actions. Any of the foregoing could, individually or in the aggregate, adversely affect our business, results of operations, financial condition and cash flows.

Financial services firms have been subject to increased regulatory scrutiny increasing the risk of financial liability and reputational harm resulting from adverse regulatory actions.

Firms in the financial services industry have been operating in an onerous regulatory environment. The industry has experienced increased scrutiny from a variety of regulators, including the SEC and FINRA in the United States, U.S. state regulators and regulators in non-U.S. jurisdictions. Penalties and fines sought by regulatory authorities have increased substantially. We may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities. Each of the regulatory bodies with jurisdiction over us has regulatory powers dealing with many different aspects of financial services, including, but not limited to, the authority to fine us and to grant, cancel, restrict or otherwise impose conditions on the right to continue operating particular businesses. Increasingly, regulators have instituted a practice of “regulation by enforcement” where new interpretations of existing regulations are introduced by bringing enforcement actions against securities firms for activities that occurred in the past but were not then thought to be problematic. We also may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other U.S. or non-U.S. governmental regulatory authorities or self-regulatory organizations (e.g., FINRA) that supervise the financial markets. Substantial legal liability or significant regulatory action taken against us could have a material adverse effect on our business prospects including our cash position.

As a U.S. public company listed on Nasdaq we have substantial regulatory reporting obligations.

We are subject to extensive corporate governance, reporting and accounting disclosure requirements under U.S. securities laws and regulations of the SEC. These laws, as well as the listing standards of Nasdaq, impose certain compliance requirements, costs and obligations on listed companies. This requires a significant commitment of resources and management oversight. The expenses associated with being a public company include auditing, accounting and legal fees and expenses, investor relations expenses, increased directors’ fees, registrar and transfer agent fees and listing fees, as well as other expenses.

Failure to comply with the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) or the Dodd-Frank Wall Street Reform and Consumer Protection Act could potentially subject us to sanctions or investigations by the SEC or other regulatory, exchange or market authorities, and related penalties, fines and litigation.

We are subject to risks related to anti-corruption laws in effect in the United States and the non-U.S. jurisdictions where we conduct business.

We are subject to the U.S. Foreign Corrupt Practices Act (“FCPA”) and similar non-U.S. anti-corruption laws that generally prohibit companies and their intermediaries from making improper payments or providing anything of value to influence foreign government officials for the purpose of obtaining or retaining business or obtaining an unfair advantage.

Recent years have seen a substantial increase in the global enforcement of anti-corruption laws, with more frequent voluntary self-disclosures by companies, aggressive investigations and enforcement proceedings, resulting in record fines and penalties, increased enforcement activity, and increases in criminal and civil proceedings brought against companies and individuals.

We operate through subsidiaries in Kazakhstan, Kyrgyzstan, Uzbekistan, Azerbaijan, Armenia, Turkey, the EU, the UAE, the U.S., Germany, and Cyprus including representative offices of our Cyprus broker in Austria, Bulgaria, Greece, France, Spain, Italy, Poland and Netherlands. Enforcement officials generally interpret anti-corruption laws to prohibit, among other things, improper payments to government officials such as those of the ARDFM, the NBK, AFSA, CySEC, FINRA, the Federal Financial Supervisory Authority of Germany (“BaFIN”), the National Agency for Prospective Projects (NAPP) in Uzbekistan and the National Commission on Securities and Stock Market of Ukraine, which are the principal regulatory bodies that control and monitor our operations in the respective countries in which we operate. Our internal policies and those of our subsidiaries provide for training and compliance with all applicable anti-corruption laws and regulations. Despite our training and compliance programs, it is possible that our employees, agents or independent contractors may cause us or a subsidiary to violate applicable laws. In the event that we believe or have reason to believe that our employees, agents or independent contractors have or may have caused us or a subsidiary to violate applicable anti-corruption laws, we may be required to investigate or have outside counsel investigate the relevant facts and circumstances, which can be costly and require significant time and attention from senior management. Non-compliance with these laws may result in criminal or civil penalties, which could result in a material adverse effect on our business, financial condition, result of operations and cash flows.

A failure by our subsidiaries to meet capital adequacy and liquidity requirements could affect our operations, financial condition and cash flows.

As a condition to maintaining our licenses to conduct brokerage, insurance and banking activities, some of our subsidiaries must meet ongoing capital and liquidity standards, which are subject to evolving rules and qualitative judgments by government regulators regarding the adequacy of their capital and internal assessment of their capital needs. These net capital rules may limit the ability of each subsidiary to transfer capital to us. New regulatory capital, liquidity, and stress testing requirements may limit or otherwise restrict how each subsidiary utilizes its capital and may require us to increase our capital and/or liquidity or to limit our growth. Failure by our subsidiaries to meet minimum capital requirements could result in certain mandatory and additional discretionary actions by regulators that, if undertaken, could adversely affect the licenses of our subsidiaries, as well as our business, financial condition, results of operations, and cash flows.

The countries in which we operate have changing regulatory regimes, regulatory policies, and interpretations.

The countries in which we operate have differing, and sometimes conflicting, regulatory regimes governing the delivery of financial services in each country, the transfer of funds to and from such countries, and other aspects of the broker-dealer, finance, investment, banking, and insurance industries. In some jurisdictions where we operate, these provisions were promulgated during changing political circumstances, are continuing to change and may be relatively untested, particularly insofar as they apply to foreign investments by residents of various countries.

Therefore, there may exist little or no administrative or enforcement history or established practice that can aid us in evaluating how the regulatory regimes may impact our operations or our customers. It is possible that governmental policies will change or that new laws and regulations, administrative practices or policies, or interpretations of existing laws and regulations including those governing capital, liquidity, leverage, long-term debt, margin requirements, restrictions on leveraged lending or other business practices, reporting requirements and tax burdens will materially and adversely affect our activities in one or more of the countries where we operate. Further, since the history and practice of industry regulation is limited in a number of jurisdictions where we operate, our activities may be particularly vulnerable to the decisions and positions of individuals, who may change, be subject to external pressures, or administer policies inconsistently. Internal bureaucratic politics may have unpredictable and negative consequences. If we fail to develop and maintain good working relationships with local regulators, or a local regulator determines that we have violated local laws in a particular market it could negatively impact our businesses in that market and our reputation generally.

Our revenue and profitability could be affected by changes to rules and regulations that impact the business and financial sectors generally, including changes to the laws governing foreign ownership, electronic commerce, customer privacy and security of customer data. In addition, changes to laws, rules and regulations or changes in the enforcement of existing laws, rules or regulations, could:

- limit the lines of business we conduct;
- require us to reduce our ownership stake in a subsidiary;
- compel us to terminate certain lines of business in affected jurisdictions;
- require us to reduce our investment position in a particular instrument;
- result in material cost increases including our cost of capital;
- otherwise adversely affect our ability to compete effectively with other institutions that are not similarly impacted;
- require us to modify existing business practices;
- force us to relocate operations or personnel;
- require us to invest significant management attention and resources and legal costs to evaluate and make necessary changes to our compliance, risk management, treasury and operations functions;
- make it uneconomical for us to provide certain services in particular countries; and
- influence how we manage our capital and liquidity.

Our measures to prevent money laundering and terrorist financing violations may not be completely effective.

Notwithstanding the anti-money-laundering ("AML") regulations that are in place in Kazakhstan, the EU, the U.S. and other jurisdictions in which we operate, we are subject to the risk that our subsidiaries that are financial institutions could be used as vehicles for money laundering.

Minimum standards and duties according to the anti-money laundering legislation in Kazakhstan, Cyprus, the EU, the U.S. and other jurisdictions where we operate include customer identification, analysis of the customer's economic profile, record keeping, suspicious activity reporting, employee training, an audit function and designation of a compliance officer. Suspicious transactions must be reported on a daily basis to the relevant authorities. We comply with applicable anti-money-laundering and anti-terrorist-financing laws and regulations. Our anti-money-laundering measures are based on relevant legislation. For example, Kazakhstan is a member of the Eurasian Group (an Associate Member of the FATF) and has enacted laws and regulations to combat money laundering, terrorist financing and other financial crimes. We have procedures and documents aimed at preventing money laundering and financing of terrorist activities, including a general anti-money-laundering policy, employee training, the designation of a compliance officer, internal control procedures that include a refusal policy whereby we may refuse to conduct business with suspicious entities or individuals and rules on counteracting money laundering and financing of individuals and legal entities engaged in terrorist activities. In the case of suspicious transactions, internal suspicion reports (ISRs) are submitted to the local compliance departments for initial internal investigation. In the case of confirmed suspicious transactions, such transactions are reported immediately to the relevant local financial intelligence unit (FIU). We believe that we fully comply with the reporting requirements under applicable legislation related to money laundering or terrorist financing. However, there can be no assurance that third parties will not attempt to use us as a conduit for money laundering or terrorist financing without our knowledge, nor that the measures described above will be completely effective. Any technical or other breaches of the anti-money laundering laws and regulations by us could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Due to the omnibus brokerage accounts we maintain for certain institutional brokerage clients, penalties and other enforcement actions could be brought against us under relevant AML/CTF laws due to breaches by those clients of those laws and regulation and similar laws despite the fact that we have no direct control over the activities or policies of such clients. The order flow from these accounts represents transactions of underlying customers of the relevant institutions, which are executed by the relevant institutions through their omnibus accounts with us. While we have agreements with such institutional clients in which they have agreed to comply with AML/CTF controls that are applicable to brokers in the U.S. and EU, and we test their frameworks and systems by regular risk-based sampling and have access to their underlying customer records for purposes of compliance monitoring, because we do not have direct access to such institutional clients' underlying customers or screening systems, we cannot provide assurance that the beneficial owners who are the beneficiaries of trades being carried out through such omnibus accounts are conducting trades in compliance with applicable AML/CTF laws.

If we violate securities laws, or are involved in litigation in connection with a violation, our reputation and results of operations may be adversely affected.

Many aspects of our business involve substantial risks of liability. In our underwriting business, we are exposed to substantial liability under U.S. federal, state and non-U.S. securities laws, other U.S. federal and state and non-U.S. laws, and court decisions, including decisions with respect to underwriters' liability and limitations on indemnification of underwriters by issuers. For example, a firm that acts as an underwriter may be held liable for material misstatements or omissions of fact in a prospectus used in connection with the securities being offered or for statements made by its securities analysts or other personnel. Our underwriting activities will usually involve offerings of the securities of smaller companies, which often involve a higher degree of risk and are more volatile than the securities of more established companies. In comparison with more established companies, smaller companies are also more likely to be the subject of securities class actions, to carry directors and officers liability insurance policies with lower limits or not at all, and to become insolvent. In addition, in market downturns, claims tend to increase. Each of these factors increases the likelihood that an underwriter may be required to contribute to an adverse judgment or settlement of a securities lawsuit.

We are subject to risks related to potential litigation.

We may be subject to legal claims from our customers and counterparties, employment-related claims and other claims. We could experience negative publicity and reputational damage as a result of lawsuits or claims, in addition to potential significant costs incurred to defend ourselves or settle claims and judgments. Any of the foregoing could have a material adverse impact on our business, financial condition results of operations and cash flows.

Risks Related to Information Technology and Cybersecurity

Our operations are highly dependent on the continued and proper functioning of our information technology systems.

Our brokerage, financial services and banking businesses are highly dependent on processing, on a daily basis, a large number of communications and increasingly complex transactions across diverse markets, in various languages. These communications and transactions are accomplished primarily through electronic information technology systems ("IT") that are comprised of a wide array of computer systems, software, server and network hardware, internet connectivity and underlying infrastructure that enable them to function. The financial, accounting, or other data processing systems we or the firms that clear transactions on behalf of our customers use may fail to operate properly, become disabled, or otherwise become unavailable, as a result of events that are wholly or partially beyond our control. Events causing failures of our systems may include a disruption of electrical, communications, internet or other infrastructure, or related services, or our inability to access or use one or more of our facilities, as a result of any number of occurrences, including, but not limited to, the outbreak of a pandemic such as Covid-19, social unrest such as occurred in Kazakhstan in January 2022, or armed conflict such as the Russia-Ukraine conflict. For example, during the transition from the calendar year 2022 to the calendar year 2023, Freedom Bank KZ experienced a technical failure in processing transactions on its MultiInvest cards, as a result of which it incurred losses of approximately $3 million. After the error was identified, measures were taken to rectify the issue and provide for timely synchronization of the balances going forward.

In particular, our "Tradernet" electronic trading platform is proprietary technology that plays a key role in both our customers' use of our services and for other important aspects of our business. Errors, failures, delays, interruptions, disruptions, vulnerabilities, bugs, incompatibility, obsolescence, or similar issues with Tradernet, or the software or systems upon which Tradernet relies for its functionality, however caused, could result in business disruptions, financial loss, reputational damage, and other adverse impacts on our business.

Other businesses we currently operate, or that we will establish in the future pursuant to our digital fintech ecosystem strategy, including our planned telecommunications and media businesses, will also be highly dependent on the proper functioning of IT systems and related technology.

If any of our systems do not operate properly or are disabled or otherwise unavailable, or if there are other shortcomings or failures in our internal processes, personnel, or systems related to the electronic communications and functionality our operations depend on, we could suffer impairment to our liquidity, financial loss, a disruption of business, liability to customers, regulatory intervention, or reputational damage. The inability of our systems to accommodate an increasing volume of transactions could also constrain our ability to expand our business operations.

We interact with large volumes of sensitive data that exposes us to IT breach and other data security risks and liabilities.

Our operations rely on the secure processing, storage, and transmission of confidential, personal, financial and other information in our computer systems and networks. In particular, our ability to operate our business, and specifically our electronic trading platform, Tradernet, depends on our ability to protect the computer systems, networks and databases that we operate and use from unauthorized intrusions of third parties, including cyber attacks. Our computer systems, software, and networks may be vulnerable to unauthorized access, computer viruses, spyware or other malicious code, and other evolving cybersecurity threats.

The occurrence of one or more of these events could: (a) jeopardize confidential and other information processed by, stored in, and transmitted through our computer systems and networks or the computer systems and networks of our customers or other third parties with whom we conduct business; or (b) otherwise cause interruptions or malfunctions in our operations or the operations of our customers or third parties with whom we conduct business. In addition, new and expanding data privacy laws and regulations (such as described in clause 2.1 "Actual and proposed business activities" under "Regulatory oversight") are, or soon will be, in effect in many of the jurisdictions where we conduct business. These pose increasingly complex compliance challenges, which may increase compliance costs, and compliance failures could result in significant fines, penalties and liability.

We have previously experienced cybersecurity incidents which breached our information systems, but these were contained by our response teams and generated negligible impacts. There is also a possibility that we are not currently aware of certain undisclosed vulnerabilities in our IT systems and other assets. There is an increased likelihood that escalation of tensions from the Russia-Ukraine conflict could result in cyber attacks that could either directly or indirectly impact our operations. Although our subsidiaries have implemented cybersecurity strategies for mitigating these risks, we cannot be sure that our network and information technology systems will not be subject to such issues, or, if they are, that we will be able to maintain the integrity of our customers' and employees' data or that malware or other technical or operational issues will not disrupt our network or systems and cause significant harm to our operations. If our services are affected by attacks or malware and this degrades our services, our products and services may be perceived as being vulnerable to cyber risk and the integrity of our data protection systems may be questioned. As a result, users and customers may curtail or stop using our products and services, and we might incur reputational damage, litigation exposure, regulatory fines, penalties, reimbursement or other compensatory costs.

As of the date of this report, most of our employees have returned to working on site rather than remotely, which we believe lessens the overall IT risks associated with widespread remote work. However, possible outbreaks or other events occur in the future, we may again be required to move a significant portion of our workforce to working remotely. We continue use risk management and contingency plans and other precautions designed to address the heightened risk of cybersecurity breaches resulting from a significant remote work force. However, we cannot assure that such measures will continue to adequately protect our business in the event of future transitions of our workforce to remote working, as remote working environments may be less secure and more susceptible to IT and cybersecurity threats.

The infrastructure on which our IT systems depend is subject to events that could interrupt our ability to operate.

The infrastructure upon which our operations and IT systems depend, including electrical communications and internet, and transportation and other services, are vulnerable to damage or disruptions from events outside our control, including natural disasters, military conflicts, power, telecommunications and internet unavailability or outages, terrorist acts, riots, government shutdown orders, changes in government regulation, equipment or system failures or an inability to access or operate such equipment or systems, human error or intentional wrongdoings, cyber attacks or any other types of information technology security threats.

In addition, as we operate in emerging markets which may have an increased threat of terrorism, military conflict, social unrest or governmental interference with infrastructure, which could result in property damage, business interruption and damage to our brand or reputation. The local authorities may order our subsidiaries to temporarily shut down their entire networks or part or all of our networks may be shut down due to actions relating to military conflicts, social unrest or a nationwide strike. For example, during the social unrest in Kazakhstan that occurred in January 2022, the Kazakhstan government temporarily shut down access to the internet in the country, which resulted in severance of internal communications within our Kazakhstan subsidiaries.

Because we have employees in a number of locations in Kazakhstan, Uzbekistan, Kyrgyzstan, Turkey, Azerbaijan, Germany, Spain, Greece, France, Poland, Bulgaria, Austria, Italy, Netherlands, Belgium, Armenia, the UAE, the UK, the U.S. and Cyprus, all of whom need to work and communicate as an integrated team, the functionality of the infrastructure affects our ability to conduct business. If a disruption occurs in one location and our employees in that location are unable to communicate with or travel to other locations, our ability to service and interact with our customers may suffer. While we have contingency plans in place to address such issues, these plans may not always be deployed successfully or be sufficiently adequate to fully offset the impacts of such disruptions. We do not maintain insurance policies to mitigate these risks because such insurance may not be available or may be more expensive than the perceived benefit. Further, any insurance that we may purchase to mitigate certain risks may not cover all losses.

In addition, the computers and data centers that process our trades and payments are located in the same locale. If a catastrophic event were to occur at such a locale it may result in permanent data loss. More generally, substantial property and equipment loss, and disruption in operations as well as any defects in our systems or those of third parties or other difficulties could expose us to liability and materially adversely impact our business, financial condition, results of operations and cash flows. In addition, any outage or disruptive efforts could adversely impact our reputation and other aspects of our business.

Failure or compromise of third-party systems operations or security could adversely affect our business and expose us to data breaches and cyber attacks.

We rely on certain third-party computer systems or third-party service providers, including clearing systems, other broker-dealers, exchange systems, banking systems, internet service, co-location facilities, communications facilities and other facilities. Any interruption in these third-party services, or deterioration in their performance, could be disruptive to our business. If our arrangement with any third-party is terminated, we may not be able to find an alternative source of systems support on a timely basis or on commercially reasonable terms. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In particular, funds invested by our customers in securities of U.S. companies are transmitted by us to U.S. registered securities broker-dealer and clearing firms. Funds from the sale of securities are transmitted from such U.S. registered securities broker-dealer and clearing firms back to us through international banking electronic transfers, which can experience clerical and administrative mistakes, be subject to technical interruption, be delayed, or otherwise fail to work as planned. We do not have any control over these funds transfers. Failures or substantial delays in funds transfers could impair our customer relationships. Damage to or the loss of our relationships with these U.S. registered securities broker-dealer and clearing firms could also impair our ability to continue to offer such services to our customers which could have a material adverse impact on our business, results of operations, financial condition and cash flows.

Our success also depends on the continued availability, development and maintenance of the internet infrastructure globally and particularly in the countries in which we operate. This includes maintenance of a reliable network backbone with the necessary speed, data capacity and security for providing reliable internet services. Any disruption in network access provided by third parties or any failure by them to handle current or higher future volumes of use may significantly harm our business. We have experienced and expect to continue to experience interruptions and delays in service from time to time. Furthermore, we depend on hardware and software suppliers for prompt delivery, installation and service of servers and other equipment to deliver our services.

Use of third-party systems and vendors creates additional potential vulnerabilities. These third-parties may have weaker cybersecurity practices than our own. A cyberattack, data breach, or system failure originating within a third-party system could disrupt our operations, compromise sensitive data, or damage our reputation. Despite measures to manage third-party risks, we cannot fully eliminate these exposures.

To remain competitive, we must keep pace with rapid technological change.

The global securities industry is characterized by rapidly changing technology, shifting industry standards and evolving trading systems, practices and techniques. Our customers' needs and demands fluctuate with these changes. We are focused on anticipating and developing technologies to meet the constantly changing demands of the market through ongoing enhancement of our products, services and platforms. If our platforms and systems do not operate properly, are slow to market, provide customers with a poor user experience, or are non-competitive with the offering of our competitors, we could experience a loss in business that could reduce our earnings or cause a loss of revenue.

In particular, our electronic trading platform is proprietary technology that has taken substantial resources and time to build and requires continued development to remain competitive with other trading platforms. Adoption or development of superior platforms or technologies by our competitors may require us to devote substantial resources to the further development of Tradernet, or other platforms, to remain competitive. Our future success will depend in part on our ability to develop, adapt or acquire up-to-date technology that meets ever evolving industry standards. We may not always be correct or timely in our assessment of how technological changes may impact our business. If we are unable to develop, adapt to, access or acquire technology that meets or exceeds industry standards on a timely and cost-effective basis, which could materially and adversely impact our business, financial condition, results of operations and cash flows.

For example, in Kazakhstan we have developed an online-based platform that integrates Kazakhstan government databases with our services, making our service offerings faster and more convenient than services without such integration. We do not control the relevant government databases and cannot guarantee that we will always have access to such databases or proper functionality with such databases. For us to expand this type of integrated product outside of Kazakhstan, we would be reliant on similar databases being available and able to integrate with our systems in the jurisdictions to which we expand, the availability of which will likely vary greatly among jurisdictions.

Other businesses we currently operate, or that we will establish in the future pursuant to our digital fintech ecosystem strategy, including our planned telecommunications and media businesses, are also subject to rapid technological change.

Furthermore, many of our competitors are larger, more experienced and have greater resources to devote to the development of new technologies and services. If we are unable to keep pace with their development efforts our customers may find our platforms and services less compelling, which could lead to customer losses or a reduction in the revenue we generate from our product and service offerings.

Taxation Risks Related to Our International Operations

Global anti-offshore measures could adversely impact our business.

In 2013, the Organization for Economic Co-operation and Development ("OECD") and G20 countries accepted that existing international tax rules create opportunities for base erosion and profit shifting. Pursuing solutions to this problem, the OECD and G20 countries adopted a 15-point Action Plan to Base Erosion and Profit Shifting ("BEPS"). The BEPS package of measures represents a substantial revision of international tax rules. In light of the new measures, it is expected that profits will be reported where the economic activities that generate them are carried out and where value is created.

The Convention on Mutual Administrative Assistance in Tax Matters developed by the Council of Europe and the OECD in 1988 and amended by Protocol in 2010 has now been signed by 141 jurisdictions (including Kazakhstan, Armenia and Cyprus). This convention requires competent authorities of jurisdictions-signatories to participate in the exchange of information that is foreseeably relevant for the administration or enforcement of their domestic laws concerning taxes. In 2018 Kazakhstan joined the Standard for Automatic Exchange of Financial Account Information (Common Reporting Standard) (the "CRS"). The CRS calls on jurisdictions to obtain information from their financial institutions and automatically exchange that information with other jurisdictions on an annual basis.

The foregoing developments regarding global information exchange could complicate our tax planning as well as related business decisions and could possibly expose us to significant fines and penalties and to enforcement measures, despite our best efforts at compliance, and could result in a greater than expected tax burden.

On November 24, 2016, the OECD published the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent BEPS (the "MLI") which introduces new provisions to existing double tax treaties limiting the use of tax benefits provided thereby. As a minimum standard, the MLI implements a principal purposes test, under which treaty benefits are disallowed if one of the principal purposes of the transaction or the structure was to obtain a tax benefit. The MLI was ratified by Cyprus on January 22, 2020, by Kazakhstan on February 20, 2020 and by Armenia on September 25, 2023. Application of the MLI could potentially limit tax benefits granted under the double tax treaties of Cyprus, Kazakhstan and Armenia.

Frequent tax law changes in regions where we conduct operations could adversely affect our business and the value of investments.

We are subject to a broad range of taxes and other compulsory payments, including, but not limited to, income tax, VAT and social contributions. Tax laws have been in force for a short period relative to tax laws in more developed market economies, and the implementation of these tax laws is still unclear or inconsistent. The tax laws and regulations in our regions outside the U.S. are subject to frequent changes, varying and contradicting interpretations, and inconsistent and selective enforcement. Currently the Government of the Republic of Kazakhstan is developing new Tax Code which can significantly affect our business.

The Transfer Pricing Law of the Republic of Kazakhstan, dated July 5, 2008, provides for three-level transfer pricing documentation, including a country-by-country report (CbCR). Under the mandatory filing requirements or CbCR in Kazakhstan, if a corporation reaches the reporting threshold established for the group's consolidated revenue (e.g. EUR 750 million) it may be required to submit relevant CbCR reports. The mentioned threshold was reached in FY2024, as such we are required to prepare and submit CbCR during FY2025.

Kazakhstan transfer pricing legislation may require pricing adjustments and impose additional tax liabilities.

Under Kazakhstan transfer pricing legislation, the burden of proving market prices, as well as keeping specific documentation, lies with the taxpayers. In certain circumstances, the local tax authorities may apply the transfer pricing rules and methods in cases where the rules are formally not applicable, claiming additional tax charges calculated using the transfer rules but based on other tax concepts (e.g., anti-avoidance rules, lack of economic justification of expenses, etc.). Our subsidiaries in Kazakhstan could become subject to transfer pricing tax audits by the Kazakhstan tax authorities in the foreseeable future. As a result of such audits, the tax authorities could challenge the level of prices applied by us under "controlled" transactions (including certain intercompany transactions) or challenge the methods used to prove prices applied by us, and as a result we may accrue additional tax liabilities. If additional taxes are assessed with respect to these matters, they could have a material adverse effect on our business, financial condition, cash flows, and results of operations.

Uncertainties and ongoing changes in Kazakhstan's tax regime may have an adverse impact on our business.

Kazakhstan's tax regime is subject to ongoing changes, resulting in uncertainties in the interpretation and application of its tax laws. For example, the Kazakhstan government has taken steps to promote investment in its financial markets, including providing a preferential tax regime within the AIFC established by the Constitutional Law of the Republic of Kazakhstan dated December 7, 2015 "On the Astana International Financial Center". Among other tax benefits, there is an exemption from corporate income tax on commission income earned by an AIFC-registered member from rendering defined financial services in the AIFC. It is currently unclear whether an AIFC-registered member is eligible for the tax benefits if, for example, it renders services online through employees working outside the AIFC. As a result of these uncertainties, the availability of these new tax exemptions to us is currently unclear.

Another tax risk we face is associated with "corporate tax residency" in Kazakhstan. Notably, when an entity is recognized as a Kazakhstan tax resident it is obligated to register with the Kazakhstan tax authorities, calculate and pay Kazakhstan income tax on its worldwide income and comply with other tax-related rules established for Kazakhstan entities. There is uncertainty as to how these residency criteria will be treated and applied by the Kazakhstan tax authorities to FRHC. There is also uncertainty regarding determination of the "beneficial owner" of income under Kazakhstan tax law, for purposes of double-tax treaties. In particular, to date, there are still no officially approved requirements for the documentation to be obtained from the recipient of income claiming beneficial owner status. In case one of our non-Kazakhstan subsidiaries is not able to provide evidence that it is a beneficial owner of the income which it receives from one of our Kazakhstan subsidiaries, benefits under a double tax treaty will not be applicable, as a result of which the Kazakhstan subsidiary would be required to withhold taxes from such payment at the rate provided by the Tax Code of Kazakhstan without any reductions or exemptions from taxation in Kazakhstan. This could lead to additional tax liabilities for our companies.

More generally, Kazakhstan tax legislation is subject to frequent changes, varying and potentially contradicting interpretations and inconsistencies. There can be no assurance that Kazakhstan tax legislation will be amended in the future in a manner that makes our tax planning more predictable. Further, the introduction of new taxes, amendments to current taxation rules, or new interpretations of existing tax law may have a substantial impact on the overall amount of our tax liabilities. As a result, there is no assurance that we will not be required to make substantially larger tax payments in the future, which may adversely affect our business, financial condition, results of operations and cash flows.

Changes in regulations related to taxes on stock transfers and other financial transactions could reduce the volume of market transactions and impact our business.

Changes to laws or regulations, such as tax laws, could also have a disproportionate impact on our business or profitability, based on the way those laws or regulations are applied to us due to our corporate structure. For example, the current U.S. presidential administration has proposed tax policy ideas that if enacted would, among other things, increase the corporate tax rate and the U.S. tax rate on Global Intangible Low Taxed Income (“GILTI”).

Because of certain tax advantages we realize in certain jurisdictions where we operate, the proposed changes in the GILTI tax rate by the current U.S. administration, which have not yet been adopted and may change significantly before being implemented, if at all, could result in significantly higher tax burdens on us in the U.S., which could offset some of the favorable tax advantages we realize in some of the jurisdictions where we conduct business.

Risks Related to Our Corporate Structure and Internal Operations

As a diversified holding company with few operations of its own, FRHC is reliant on the operations of our subsidiaries to fund its holding company operations.

Our operations are conducted primarily through the subsidiaries of Freedom Holding Corp., and Freedom Holding Corp.’s ability to generate cash to fund its operations and expenses, to pay dividends or to meet debt service obligations is highly dependent on the earnings and the receipt of funds from our subsidiaries through dividends or intercompany loans. Deterioration in the financial condition, earnings or cash flow of our subsidiaries for any reason, including the risks discussed herein as applicable or the occurrence of such events to any such subsidiary, could limit or impair their ability to pay such distributions to Freedom Holding Corp. Additionally, to the extent our subsidiaries are restricted from making such distributions under applicable laws or regulations or under the terms of financing arrangements or are otherwise unable to provide funds to the extent of Freedom Holding Corp.’s needs, there could be a material adverse effect on our business, financial condition, cash flows and results of operations.

As a “controlled company” under Nasdaq rules, we qualify for exemptions from certain corporate governance requirements that may adversely affect our stock price.

Timur Turlov controls a majority of the voting power of our outstanding common stock. Accordingly, we qualify as a “controlled company” within the meaning of Nasdaq corporate governance standards. Under Nasdaq rules, a company of which more than 50% of the voting power is held by one individual is a “controlled company” and may elect not to comply with certain corporate governance standards, including the requirements that:

- a majority of its board of directors consist of independent directors;
- its nominating and corporate governance committee and compensation committee be composed entirely of independent directors;
- each committee have a written charter addressing such committee’s purpose and responsibilities; and
- an annual evaluation of the nominating and corporate governance committee and compensation committee be performed.

We currently utilize an exemption to allow Timur Turlov to sit on our nominating and corporate governance committee. The charters for each of our board committees provide for annual performance evaluations. Currently we have a majority of independent directors on our board of directors.

Our status as a controlled company and resulting available exemptions from corporate governance standards could make our common stock less attractive to some investors or otherwise harm our stock price.

The interests of our controlling shareholder may conflict with those of other shareholders.

Timur Turlov, our chief executive officer and chairman of our board, beneficially owns 69.9% of our outstanding common stock. He currently has voting control of FRHC and can control the outcome of matters submitted to stockholders for approval. In addition, Mr. Turlov has the ability to control our management and affairs as a result of his position as our chief executive officer, chairman of our board and his ability to control the election of our directors. Mr. Turlov also has interests in other companies, certain of which, in particular FST Belize, have conducted significant amounts of business with our company and have significantly contributed to our revenues. Such related party transactions give increase to a risk of the conclusion of transactions on terms less favorable than could be obtained in arm's length transactions. The interests of Mr. Turlov could conflict with those of other stockholders. Any such conflict could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Mr. Turlov is prohibited from membership on the audit committee of our board under the terms of such committee's charter. As majority shareholder, Mr. Turlov owes fiduciary duties to minority shareholders under Nevada law. Mr. Turlov also owes fiduciary duties to FRHC as a board member and officer. However, Nevada corporate law can be viewed as more protective of officers and directors than the corporate laws of other U.S. state jurisdictions, and it therefore may not provide the same level of redress as other U.S. state corporate laws.

Civil liability may be difficult or impossible to enforce against us.

Certain of our directors, substantially all of our officers, and our controlling shareholder reside outside the U.S., and a substantial portion of our assets are located outside the U.S. in jurisdictions that are not parties to treaties or other agreements with the U.S. for the mutual enforcement of U.S. court judgments. As a result, it may be difficult or impossible for investors to enforce against us or such persons judgments of U.S. courts.

For example, the Civil Procedure Code of Kazakhstan, which became effective on January 1, 2016, provides that Kazakhstan courts should recognize and enforce foreign court judgments only if provided for by Kazakhstan law or an international treaty to which Kazakhstan is a party (based on reciprocity). Kazakhstan is not a party to any multilateral or bilateral treaties with the U.S. or the UK (or most other western jurisdictions) for the mutual enforcement of court judgments, and, accordingly, there is a risk that a judgment obtained from a court in New York or England would not be enforceable in Kazakhstan courts. Each of Kazakhstan, the U.S. and the UK are, however, parties to the 1958 New York Convention on Recognition and Enforcement of Arbitral Awards (the "Convention"), and, accordingly, an arbitral award under the Convention should generally be recognized and enforceable in Kazakhstan provided the conditions to enforcement set out in the Convention and applicable Kazakhstan laws are met. The Civil Procedure Code of Kazakhstan establishes the procedure for the enforcement of foreign arbitral awards.

We have identified material weaknesses in our internal control over financial reporting in the past, and we may identify material weaknesses in the future or fail to establish and maintain effective internal control over financial reporting, which could have a material adverse effect on our business and stock price.

We are required to comply with the SEC's rules implementing Section 302 of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), which requires management to certify financial and other information in our quarterly and annual reports and to comply with the SEC's rules implementing Section 404 of the Sarbanes-Oxley Act. Section 404 of the Sarbanes-Oxley Act requires management to provide an annual report on the effectiveness of internal control over financial reporting. Additionally, we are required to have our independent registered public accounting firm report on the effectiveness of our internal control over financial reporting. Our independent registered public accounting firm needs to issue an adverse report if there is a material weakness in our internal control over financial reporting.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

In preparing our financial statements in connection with our Annual Report on Form 10-K for the year ended March 31, 2023, we previously identified material weaknesses in our internal control over financial reporting. Management identified a material weakness due to a deficiency in one of the principles associated with the Control Environment component of the COSO framework, specifically relating to a lack of a sufficient complement of qualified technical accounting and financial reporting personnel to perform control activities in support of preparing the financial statements in accordance with U.S. GAAP.

The Control Environment material weakness contributed to other material weaknesses, either individually or in the aggregate, related to the design of our controls over:

- the application of U.S. GAAP to complex transactions;
- the classification of certain loans and deposits from banking institutions within the Consolidated Statements of Cash Flows;
- the classification of certain interest income from margin lending within the Consolidated Statements of Operations and Other Comprehensive Income;
- the classification of funds received under the Kazakhstan state program for financing of mortgage loans "7-20-25" within the Consolidated Statements of Cash Flows; and
- the review and timely identification of misstatements in the notes to the Consolidation Financial Statements.

While we have remediated these material weaknesses as of March 31, 2024, we cannot assure you that these or other measures will prevent future material weaknesses from occurring.

As part of our remediation of the material weakness identified above we (a) provided training on U.S. GAAP to employees responsible for preparing the Consolidated Financial Statements; (b) implemented new or modified existing controls over the preparation of the financial statements and (c) hired additional employees and external consultants with appropriate qualifications and expertise in U.S. GAAP and in designing, maintaining and improving procedures and controls focused on the application of U.S. GAAP.

Failure to maintain effective internal control over financial reporting by us going forward could adversely impact our ability to report our financial position, results of operations and cash flows on a timely and accurate basis. If our financial statements are inaccurate, investors may not have a complete understanding of our operations and we could face the risk of stockholder litigation. Likewise, if our financial statements are not filed on a timely basis, we could be subject to sanctions or investigations by the stock exchange on which our common stock is listed, the SEC or other regulatory authorities. Ineffective internal control over financial reporting could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

Risks Related to Ownership of Our Securities

The price of our common stock has fluctuated historically and may be volatile.

The market price of our common stock may fluctuate significantly.

Among the factors that could affect our stock price are:

- the Russia-Ukraine conflict and related sanctions and their direct and indirect effects;
- geopolitical and civil unrest in any of the markets in which we operate;
- planned or completed acquisitions or disposals;
- investigations, lawsuits, enforcement actions, and other claims by third parties or governmental authorities;
- new regulatory pronouncements and changes in regulatory guidelines;
- actual or anticipated fluctuations in our quarterly operating results;
- changes in market valuations or earnings of similar companies;
- any future sales of our common stock or other securities;
- material breaches of regulations by our employees;
- changes in securities analysts' estimates of our financial performance or lack of research coverage and reports by industry analysts;
- domestic and international economic factors unrelated to our performance;
- pandemic and epidemic disease;
- announcements by us of significant impairment charges;
- investor perception of us and our industry;
- announcements by us or our competitors of significant contracts, acquisitions, dispositions or strategic partnerships; and
- speculation in the press or investment community.

Stock markets can experience extreme volatility unrelated to the operating performance of any particular company. These broad market fluctuations may adversely affect the trading price of our common stock. In the past, following periods of volatility in the market price of a company's securities, class action litigation has often been instituted against the affected company. Any litigation of this type brought against us could result in substantial costs and a diversion of our management's attention and resources, which could materially and adversely affect our business, financial condition, results of operations and cash flows.

Future offerings of securities which would rank senior to our common stock may adversely affect the market price of our common stock.

Our Articles of Incorporation authorize our board of directors to fix the relative rights and preferences of our 20,000,000 shares of authorized preferred stock, without approval from our stockholders. This could affect the rights of our common stockholders regarding, among other things, voting, distributions, dividends and liquidation. We could also use the preferred stock to deter or delay a change in control of FRHC that may be opposed by our management, even if the transaction might be favorable to our common stockholders.

If, in the future, we issue debt or equity securities that rank senior to our common stock, it is possible that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. We and, indirectly, our stockholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our common stock bear the risk that future offerings might reduce the market price of our common stock and dilute the value of their stock holdings in FRHC.

We do not intend to pay dividends on our common stock for the foreseeable future and, consequently, our stockholders' ability to achieve a return on their investment will depend on appreciation in the price of our common stock.

We currently intend to use our future earnings to repay debt, to fund our growth, to develop our business, for working capital needs and for general corporate purposes. We are not likely to pay dividends on our common stock for the foreseeable future, and the success of an investment in our common stock will depend upon any future appreciation in the value of our common stock. There is no guarantee that our common stock will appreciate in value or even maintain its current value.

Payments of dividends, if any, are at the sole discretion of our board of directors after taking into account various factors, including general and economic conditions, our financial condition and operating results, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax, and regulatory restrictions and implications of the payment of dividends by us to our stockholders or by our subsidiaries to us, and such other factors as our board of directors may deem relevant. In addition, our operations are conducted almost entirely through our subsidiaries. As such, to the extent that we determine in the future to pay dividends on our common stock, none of our subsidiaries will be obligated to make funds available to us for the payment of such dividends. Further, Nevada law imposes additional requirements that may restrict our ability to pay dividends to holders of our common stock.

2.3. Production and sales trends

The FFSPC is a company with the aim of issuing and placing bonds with the sole purpose of financing loans to the parent company FRHC. The key operating data of the FHRC is summarized in the table below.

	2022 FY*	2023 FY*	2024 FY*	9M 2025*
Net revenue (USD in thousands)	689,790	795,693	1,635,080	1,686,805
Net income (USD in thousands)	220,928	205,586	374,852	226,884
Total client accounts (thousands)	251	370	531	618

**FRHC's fiscal year (FY) ends on 31 March*

In the retail brokerage business, our key clients are mainly from Kazakhstan and Russia. We estimate that, as of March 31, 2024, we had approximately 199,577 retail brokerage customers who were Kazakhstan persons, or approximately 38% of our total number of customers, and we had approximately 67,861 retail brokerage customers who were Russian persons, or approximately 13% of our total number of customers. In addition, we serve Kazakhstan and Russian customers indirectly through their accounts with our affiliate FST Belize. The Kazakhstan and Russia markets have grown rapidly in recent years. The number of our total customer accounts increased from approximately 370,000 as of 31 March 2023, to approximately 530,885 as of 31 March 2024, to approximately 618,455 as of December 31, 2024. Internally, we designate "active accounts" as those in which at least one transaction occurs per quarter. For the nine months ended December 31, 2024, we had approximately 139,170 active accounts. For more detailed financial information about the Issuer please see Schedule 3 of this Prospectus.

There has been no material adverse change to FRHC's operations since 31 December 2024.

3. Articles of Association and organizational structure

3.1. Articles of Association

Issuer's objectives and purpose set forth in the Articles of Association

The Issuer's objectives and purpose are based on its status as a special purpose company. According to the Issuer's Articles of Association the Company is to conduct:

A. (a) the acquisition (by way of leasing, title transfer, risk transfer or otherwise), the holding and the disposal of any asset (tangible or intangible, including, for example, receivables and shares) in connection with and for the purpose of a transaction between FFSPC and FRHC;

(b) the obtaining of any type of financing (banking or capital markets), the granting of any type of security interest over its assets, the providing of any indemnity or similar support for the benefit of its shareholders or any of its subsidiaries, or the entering into any type of hedging arrangements, in connection with and for the purpose of a transaction between FFSPC and FRHC;

(c) the financing of FRHC or another special purpose company;

(d) the acting as trustee or agent for any participant in the transaction between FFSPC and FRHC;

(e) any other activity approved in writing by the AIX Registrar;

(f) any activity ancillary to an activity mentioned in paragraphs (a) to (e).

B. any other lawful activity for which companies may be incorporated under the AIFC Companies Regulations.

General description of rights, preferences and restrictions attached to each class of the existing shares of the Issuer

Subject to the provisions of the AIFC Companies Regulations (AIFC Regulations No. 2 of 2017) and without affecting any rights, entitlements or restrictions attached to existing shares, a share may be issued with the rights, embitterment, or restrictions that the Company may decide by its Ordinary Resolution.

Subject to the AIFC Companies Regulations, the Company may issue, or convert existing non- redeemable shares, whether allotted or not, into redeemable shares at the discretion of the Board of Directors. The Company must not recognize a Person as holding its share on trust and, except as otherwise provided by Articles or the AIFC Companies Regulations, the Company is not bound by, and must not recognize, any interest in a share except an absolute right of ownership. The Company may, by special resolution passed by at least 75% of the votes of the FFSPC shareholders ("Special Resolution"):

- increase its share capital by creating new shares of an existing class with the same nominal value, or a new class of shares of the nominal value it considers appropriate; or
- consolidate and divide its share capital (whether allotted or not) into shares representing a larger nominal value than their existing nominal value; or

- subdivide its shares, or any of them, into shares representing a smaller nominal value than their existing nominal value, if the proportion between the amount paid and the amount unpaid (if any) on each subdivided share is the same as it was for the share from which the sub-divided share was derived.

Any fractions of shares resulting from a consolidation of shares may be sold by the Directors of the Company on behalf of the shareholders and the net proceeds distributed proportionately among the shareholders. The Company may, in accordance with the AIFC Companies Regulations, reduce its share capital in any way and in the terms that it may decide. Subject to the provisions of the AIFC Companies Regulations, the Company may purchase its own shares.

Change of rights of holders of the shares

If a shareholder dies, the shareholder's personal representative, or, if the shareholder was a joint holder, the survivor or survivors, are the only Persons who may be recognized by the Company as having title to the shareholder's shares.

If a Person becomes entitled to a share as a result of the death or bankruptcy of a shareholder and gives notice to the Company of the entitlement, the Person must be registered as a shareholder in relation to the share. On registration, the Person has the same rights as other shareholders of the same class of shares.

General meetings of the Issuer's shareholders

Subject to the AIFC Companies Regulations, if the Company is a public Company, a General Meeting of the Company (other than an annual General Meeting or adjourned annual General Meeting) must be called by at least 14 (fourteen) days written notice to all the shareholders, the Directors and the auditor.

If the Company is a public Company, an annual General Meeting, or adjourned annual General Meeting, of the Company must be called by at least 21 (twenty one) days written notice to all the shareholders, the Directors and the auditor.

Subject to the AIFC Companies Regulations, a notice of a General Meeting must specify the time and place of the meeting, the general nature of any matters to be considered, and any proposed resolutions of which notice has been duly given.

A notice of an annual General Meeting must state that the meeting is an annual General Meeting to the Company or to be proposed by the Company and whether any of them is to be proposed as a Special Resolution.

The proceedings of a General Meeting are not invalid solely because of the inadvertent failure to give notice of the meeting to, or the failure to receive notice of the meeting by, any Person entitled to receive the notice.

Proceedings at General Meetings

No General Meeting of the Company may take place unless there is a quorum. Unless the Company has only a single shareholder, 2 shareholders personally present or represented by proxy are a quorum.

If a quorum is not present at a General Meeting within half an hour after the time specified in the notice calling the meeting (the meeting start time), the meeting must be adjourned to a place and time decided by the Directors of the Company. If during the meeting a quorum ceases to be present, the meeting must be adjourned to a place and time decided by the Directors.

The Chair of the board of Directors of the Company chairs the meeting. However, if the Chair of the board of Directors is not present or willing to act within 15 minutes after the meeting start time, another Director elected by the Directors present must chair the meeting. If no Directors are present or willing to chair the meeting, the shareholders present must elect a shareholder present to chair the meeting.

Every Director of the Company is entitled to attend and speak at any General Meeting and at any separate meeting of the shareholders of any class of shares in the Company, whether or not the Director is a shareholder or a shareholder of that class of shares. The Person chairing the meeting (the meeting chair) may adjourn the meeting with the consent of the majority of the votes at the meeting. A matter must not иe considered at the adjourned meeting if the matter could not have been considered at the meeting had the adjournment not taken place. It is not necessary for notice to be given of the adjourned meeting unless the meeting was adjourned for 14 (fourteen) days or longer. If the meeting was adjourned for 14 (fourteen) days or longer, at least 7 (seven) days' notice of the meeting must be given. The notice must specify the time and place of the adjourned meeting, the general nature of any matters to be considered, and any proposed resolutions of which notice has been duly given.

Unless a poll is demanded, a resolution put to the vote must be decided on a show of hands. A poll may be demanded, before or on the declaration of the result of a vote by show of hands:

- By the meeting chair; or
- By at least 2 shareholders having the right to vote at the meeting; or
- By a shareholder representing not less than 5% of the total voting rights of all the shareholders having the right to vote at the meetings.

Unless a poll is demanded, the meeting chair may declare that a resolution has been carried out or lost by a particular majority. The entry in the minutes of the meeting of that declaration is conclusive evidence of the result of the resolution.

The meeting chair may consent to the withdrawal of a demand for a poll. A poll must be taken in the way the meeting chair directs and the result is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of the Person who is to chair the meeting or on an adjournment must be taken immediately. A poll demanded on any other question must be taken as the meeting chair directs, but not more than 30 (thirty) days after the day the poll is demanded. The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.

If a poll demanded at a meeting is not taken at the meeting, at least 7 (seven) days written notice must be given of the time and place at which the poll is to be taken, unless the time and place is announced at the meeting.

If the Company is a private Company, resolution in writing may be passed in accordance with the AIFC Companies Regulations.

Change of control

Not applicable.

Disclosure requirements on the change in ownership/thresholds

Not applicable.

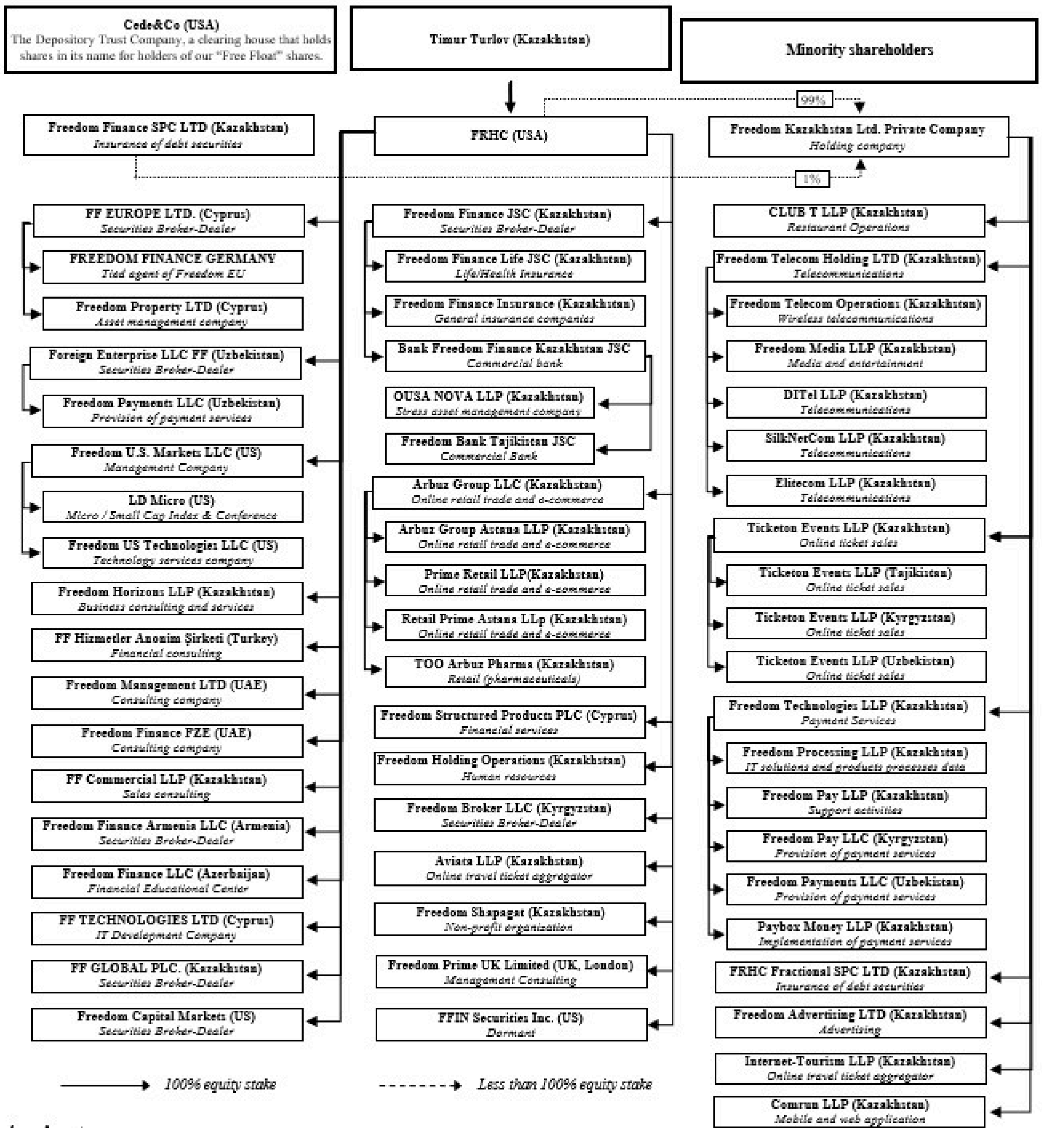
Changes in the capital

The Company may, by Special Resolution:

- increase its share capital by creating new shares of an existing class with the same nominal value, or a new class of shares of the nominal value it considers appropriate; or
- consolidate and divide its share capital (whether allotted or not) into shares representing a larger nominal value than their existing nominal value; or
- subdivide its shares, or any of them, into shares representing a smaller nominal value than their existing nominal value, if the proportion between the amount paid and the amount unpaid (if any) on each subdivided share is the same as it was for the share from which the sub-divided share was derived.

Any fractions of shares resulting from a consolidation of shares may be sold by the Directors of the Company on behalf of the shareholders and the net proceeds distributed proportionately among the shareholders. The Company may, in accordance with the AIFC Companies Regulations, reduce its share capital in any way and in the terms that it may decide.

3.2. Group structure



4. Assets

4.1. Material contracts

The Issuer's material contracts include:

(a) the loan agreement between Freedom Finance SPC Ltd. (as Lender) and FRHC (as Borrower) for bond programme of U.S.$ 200,000,000 valid until 1 November 2027, established by Freedom Finance SPC Ltd. and unconditionally and irrevocably guaranteed by FRHC.

Based on the loan agreement concluded between the Lender and the Borrower, the Lender issued U.S.$200,000,000 bond programme and U.S.$66,000,000 first tranche under this programme, which is unconditionally and irrevocably guaranteed by FRHC pursuant to a guarantee agreement dated 10 August 2021. The Lender has agreed to make available to the Borrower a loan of the amount received from the placement of the first tranche for the purpose of financing the Borrower's current activities.

According to the terms of loan agreement loan amount (the amount of proceeds received by the Lender from the issue of the first tranche) shall be made available to the Borrower at an interest rate of 5,5 (five point five) per cent per annum to be calculated on the basis of the actual number of days elapsed from the drawdown date (the date on which the loan amount is actually paid to the Borrower). The payment of the interest by the Borrower shall be equal and fully cover the Lender's obligations to the holders of the bonds issued under the first tranche. The Borrower shall make interest payments not later than 21 April and 21 October in each year, commencing on 21 April 2022.

(b) The loan agreement between Freedom Finance SPC Ltd. (as Lender) and FRHC (as Borrower) for bond programme of U.S.$ 1,000,000,000 valid until 31 December 2033, established by Freedom Finance SPC Ltd. and unconditionally and irrevocably guaranteed by FRHC.

Based on the loan agreement concluded between the Lender and the Borrower, the Lender issued U.S.$1,000,000,000 bond programme and U.S.$200,000,000 first tranche under this programme, which is unconditionally and irrevocably guaranteed by FRHC pursuant to a guarantee agreement dated 15 December 2023. The Lender has agreed to make available to the Borrower a loan of the amount received from the placement of the first tranche.

According to the terms of loan agreement loan amount (the amount of proceeds received by the Lender from the issue of the first tranche) shall be made available to the Borrower at the following interest rates:

For the first and second years of circulation of the bonds at an interest rate of 12,1% (twelve point one percent) per annum to be calculated on the basis of the actual number of days elapsed from the drawdown date.

For the third, forth and fifth years of circulation of the bonds the interest rate will be fixed and set as the sum of the Effective Federal Funds Rate as of 10 December 2025 and a margin of 6,6% (six point six percent), and applied to the third, fourth and fifth years of circulation of the bonds.

For the purposes of this clause the Effective federal funds rate means the Federal funds (effective) rate published on the official web site of the United States of America's Federal Reserve (https://www.federalreserve.gov/releases/h15/).

The payment of the interest by the Borrower shall be equal and fully cover the Lender's obligations to the holders of the bonds issued under the first tranche. The Borrower shall pay interest on nineteenth day of every month in each year of circulation, commencing 19 January 2024.

(c) The loan agreement between Freedom Finance SPC Ltd. (as Lender) and FRHC (as Borrower) for bond programme of U.S.$ 1,000,000,000 valid until 31 December 2033, established by Freedom Finance SPC Ltd. and unconditionally and irrevocably guaranteed by FRHC.

Based on the loan agreement concluded between the Lender and the Borrower, the Lender issued U.S.$1,000,000,000 bond programme and U.S.$200,000,000 second tranche under this programme, which is unconditionally and irrevocably guaranteed by FRHC pursuant to a guarantee agreement dated 12 September 2024. The Lender has agreed to make available to the Borrower a loan of the amount received from the placement of the second tranche for the purpose of financing the Borrower's current activities.

According to the terms of loan agreement loan amount (the amount of proceeds received by the Lender from the issue of the second tranche) shall be made available to the Borrower at an interest rate of 10,6% (ten point six percent) per annum to be calculated on the basis of the actual number of days elapsed from the drawdown date. The payment of the interest by the Borrower shall be equal and fully cover the Lender's obligations to the holders of the bonds issued under the second tranche. The Borrower shall make interest payments quarterly in arrear within 15 (fifteen) calendar days after (and including) each coupon payment date.

5. Capital

5.1. Share capital

As of December 31, 2024, the amount of share capital of the Company is U.S.$1,030,000 represented by 103,000 shares, with a nominal value of U.S.$10.

6. Management of the Issuer

6.1. Details relating to the Board of Directors and senior managers ("Key Persons")

The Directors of the Issuer

Yevgeniy Ler (Functions and principal activities – Company management, Chairman of the Board of Directors)

Yevgeniy Ler has served as the Chief Financial Officer of FRHC since November 2015. Prior to that time, he served as chief financial officer of BMB Munai, Inc., the predecessor of the Company from April 2009 to November 2015. Mr. Ler joined BMB Munai in 2006 and served in several capacities including finance manager and reporting manager before being appointed chief financial officer. From September 2011 to December 2012, Mr. Ler also served as a Deputy Director for Emir Oil, LLP, a wholly owned subsidiary of BMB Munai. Before joining BMB Munai, from 2002 to 2006, Mr. Ler was employed by Deloitte & Touche where he held the position of senior auditor in the Financial Services & Industries Group, Audit. In that position, he led large engagements for banks, financial institutions, and oil and gas companies. In 2003, Mr. Ler was awarded a bachelor's degree in financial management from the Kazakh American University located in Almaty, Kazakhstan. In 2008, Mr. Ler passed the AICPA Uniform CPA Examination and was awarded licensure as a CPA in November 2013. Mr. Ler has also completed training in London on financial reporting in accordance with IFRS and US GAAP and internal Deloitte training on audit, financial reporting, and due diligence.

Sergey Lukyanov (Functions and principal activities – Company management, Member of the Board of Directors)

For over 25 years has worked on different positions in Russian broker companies. Member of the Board of Directors in the National Association of the stock market participants and a member of the Board on Financial markets of the Russian union of industrialists and entrepreneurs. Responsible for development of the holding in Kazakhstan and supervises business in Uzbekistan and Kyrgyzstan.

Madina Mantayeva (Functions and principal activities – Company management, Independent Director)

Madina Mantayeva is a member of the Board of Directors - Independent Director of Bank Freedom Finance Kazakhstan JSC and Freedom Finance JSC since December 2020 and August 2013 respectively. Prior to that time, she served as Independent Director of Eurasian Capital JSC from June 2013 to December 2015. From August 2012 to May 2013, Mrs. Mantayeva was employed by "Insurance Company "Amanat Insurance" JSC where she held the position of Head of the Financial Department. In 2003, Mrs. Mantayeva graduated from the Kazakh State Academy of Management located in Almaty with a degree in marketing and commerce. In 2008, Mrs Mantayeva was awarded Master of Business Administration degree in Strategic Management and Entrepreneurship from University of International Business in Almaty and Moscow International Higher Business School MIRBIS (Institute) in Moscow.

Olga Baskakova (Functions and principal activities – Company management, Director)

Olga Baskakova graduated from Kazakh State University of International Relations and Foreign Languages Ablay Khan in 2004 with a degree in international economics, Higher Law School Adalat in 2006 with a degree in international jurisprudence, Erickson Coaching International University in 2014 with a degree in coaching and Moscow Institute of Psychoanalysis in 2016 with a degree in psychoanalysis. She has vast experience as a senior legal counsel for more than 20 years, with management positions in Alina Group of Companies, DHL Logistics, Qazaq Air and other notable companies. From 2020 Olga is the Chief legal officer of Freedom Finance JSC and Freedom Finance Global PLC.

The business address for all Board members of FFSPC is 77/7 Al-Farabi Ave., 7th floor, Almaty, Kazakhstan.

The Directors of FRHC

Timur Turlov (Functions and principal activities – FRHC management, Founder, Chairman and CEO)

Mr. Turlov has served as the chief executive officer and chairman of the board since November 2015. He graduated from Russia State Technic University (named after Tsiolkovsky) in 2009 with a Bachelor of Science degree in economics and management.

Mr. Turlov holds a management certificate in stock exchange operations and securities broker and dealer management granted by the Russian National Securities Market Association and has more than 10 years of experience in various areas in the international securities industry.

From May 2012 through January 2013, Mr. Turlov served as the Chairman of the Board of Directors of JSC Nomad Finance, where he oversaw the business setup and acquisition of large clients.

From July 2013 to July 2017, Mr. Turlov served as the Advisor to the Chairman of the Board of Freedom Finance JSC ("Freedom KZ"). In that capacity, Mr. Turlov was primarily responsible for strategic management, public and investor relations events, investment and sales strategy, and government relations.

In July 2017, Mr. Turlov became Chairman of the Board of Directors of Freedom KZ. Mr. Turlov also serves as Chairman of the Board of Directors of Freedom Finance Life JSC ("Freedom Life"), Freedom Finance Insurance JSC ("Freedom Insurance"), and Freedom Bank Kazakhstan JSC ("Freedom Bank KZ").

Mr. Turlov is a Member of YPO Kazakhstan (Young Presidents Organization), which unites young businessmen and top managers from all over the world. In addition, Mr. Turlov is President of the Kazakhstan Chess Federation, President of the Kazakhstan Football Federation and a participant of the IQanat educational project.

From 2019 until October 2023, Mr. Turlov, served as a member of the board of directors of Kcell, one of the leading providers of mobile telecommunications services in Kazakhstan. Mr. Turlov owns interests in other businesses operating in a variety of industries, including other securities brokerage firms.

Mr. Turlov has in-depth knowledge of the business of FRHC, a practical understanding of developing, implementing, and assessing our operating plan and business strategy and an educational background in economics and management.

Business address: 77/7 Al-Farabi Ave., Esentai Tower Business Cen[te]r, 7th floor, Almaty, Kazakhstan.

Askar Tashtitov (Functions and principal activities – FRHC management, President, Director since 2008)

Mr. Tashtitov has served as President of FRHC since June 2018 and leads our investment banking activities. He has served as a director of FRHC since May 2008 and was employed with BMB Munai, Inc., the predecessor of FRHC, from 2004 through 2015, serving as its president from May 2006 to November 2015.

From 2011 to 2015 Mr. Tashtitov was engaged in private equity projects.

From 2002 to 2004 Mr. Tashtitov was a management consultant with PA Government Services Inc. Mr. Tashtitov earned a Bachelor of Arts degree from Yale University in economics and history in 2002.

Mr. Tashtitov has over 15 years of experience in the public company arena, with particular expertise in interfacing with equity and debt financing professionals, as well as significant investment banking and business management experience.

Kairat Kelimbetov (Non-independent Committee Memberships: Risk Nominating and Corporate Governance)

Dr. Kelimbetov was appointed to the Board on May 28, 2024 to fill the vacancy created by the Board's decision to increase the number of directors as of such date. Since May 2023, he has held the role of Strategic Advisor at Freedom Horizons, a subsidiary of FRHC, providing his advisory services in the area of business development and market intelligence.

With nearly three decades of founding and leading high-performing organizations, occupying senior-level government office positions, and serving on numerous boards, Dr. Kelimbetov's prior experience includes being:

- a Founding Governor of the Astana International Financial Center (AIFC) (2015-2023), a key financial hub for the region including Central Asia, the Caucasus, the Eurasian Economic Union, the Middle East, West China, Mongolia, and Eastern Europe;
- Governor of the National Bank of Kazakhstan (2013-2015);
- Deputy Prime Minister of Kazakhstan (2012-2013);
- Chairman of the Eurasian Economic Commission (2012-2013);
- Minister of Economic Development and Trade (2011-2012);
- Chief Executive Officer of Samruk-Kazyna Sovereign Wealth Fund (2008-2012);
- Chief of Staff to the President of the Republic of Kazakhstan (2008-2008);
- Founding CEO of Kazyna Sustainable Development Fund (2006 - 2008);
- Minister of Economy and Budget Planning (2002-2006); and
- Chairman of the Agency for Strategic Planning and Reforms (1999 - 2001).

Dr. Kelimbetov earned a Master of Studies in Sustainability Leadership from the University of Cambridge, a Ph.D. in Economics and a BSc in Computational Mathematics and Cybernetics from Moscow State University. He attended the National Higher School of Public Administration in Almaty, Kazakhstan and he has an Executive Certificate and Pew Economic Freedom Fellowship from the Harvard Kennedy School and the E. Walsh School of Foreign Services at Georgetown University, respectively. He holds honorary professorships from Tsinghua University in Beijing, the Eurasian Economic Club of Scientists Association in Kazakhstan, and an honorary Doctorate of International Relations from the Geneva School of Diplomacy and International Relations.

Dr. Kelimbetov has a hands-on experience of driving substantial economic reforms in Kazakhstan, establishing and managing key.

Cherdabayev Boris (Functions and principal activities – FRHC management, Independent Director since 2019)

From 1994 to 1997 Mr. Cherdabayev was employed with JSC MangistauMunaiGaz, as a Member of the Managing Board and Vice President. From June 1998 to March 2000 he was employed with KazakhOil National Oil and Gas Company where he was a Member of the Managing Board and Vice President for Exploration and Production. During the same period, he also served as the Chairman of the Board for KazakhOil subsidiaries UzenMunaiGaz, KazakhOil-Emba, and KazakhstanCaspiShelf, as chairman of the Joint Operating Committee for the Karachaganak Project, and as a member of the JV TengizChevroil LLP Partnership Council. From March 2000 to March 2003, Mr. Cherdabayev was the General Manager of JV TengizChevroil LLP. From November 2003 to November 2015 he served as the chairman of the board of directors of BMB Munai, Inc., the predecessor to FRHC. He also served as chief executive officer of BMB Munai from November 2003 through August 2007. In 2006 BMB Munai became the first CIS region company to be listed on the NYSE American Stock Exchange (formerly known as AMEX). From October 2012 to the present he has served as a Counsellor to the Chairman of the management board of Weatherford-CER JV. From May 2022 to the present he has also served as an independent member of the board of directors of Kazakhstan Qazaq Gas JSC. Mr. Cherdabayev graduated from Ufa Oil Institute (Russia) in 1976. In 2011, he completed the Advanced Management Program offered by Harvard Business School. In 2002 he completed the Columbia Senior Executive Program at Columbia University and in 2000 he completed the Chevron Advanced Management Program at Chevron Corporation in San Francisco, California.

Mr. Cherdabayev has extensive executive management and board experience with both Kazakhstan national and private companies and U.S. public companies.

Amber Williams (Functions and principal activities – FRHC management, Independent Director since 2020)

Ms. Williams is a Certified Public Accountant, having earned her license in 2010. From 2004 to 2012, Ms. Williams was employed in various accounting and finance positions with Grant Thornton, Basic Research, Goldman Sachs and PricewaterhouseCoopers, where her responsibilities included: planning and managing audit functions for public and private companies, domestically and internationally, including audit planning, fieldwork and internal control testing; assisting with product launch; serving as a member of a management team in conjunction with the sale of a business unit; and process improvement. From 2012 to 2018, Ms. Williams provided accounting and chief financial officer consulting services to companies. From 2018 to 2019, she was employed as a Manager with Brixey & Meyer, an Ohio based CPA firm. In that position she managed a team of accountants providing companies with chief financial officer, accounting and human resource functions. Since 2019 Ms. Williams has been self-employed. Ms. Williams earned a Bachelor of Science degree in accounting from the University of Utah in 2004, and a Masters of Accounting degree from the University of Utah in 2005.

Ms. Williams has professional experience in accounting, auditing, finance and internal controls and a background as a licensed CPA.

Philippe Vogeleer (Functions and principal activities – FRHC management, Independent Director since 2024)

Mr. Vogeleer was appointed to the Board on May 28, 2024 to fill the vacancy on the Board created by the resignation of Jason Kerr. Mr. Vogeleer is a Chartered Director specialized in creating partnerships between corporations, governments and international organizations. He has lived in 10 countries, worked in over 100. Mr. Vogeleer speaks 4 languages including Dutch, English, French and Italian. He has managed teams ranging in size from one to over 3000, with corresponding profit and loss responsibility. Mr. Vogeleer began his career in 1997 at Deloitte, growing to the position of Manager – TMT Advisory advising companies such as Telenor, Bertelsmann, and Orange. He then transitioned to Orange, serving during the period of 1999-2009 in operational and management roles including Deputy CEO / Chief Strategy Officer covering up to 21 countries. From 2010 to 2011, Mr. Vogeleer worked for Ooredoo, where he held various senior positions such as Chief Operating Officer in Qatar. From early 2012 to March 2024, Mr. Vogeleer worked for Vodafone Group, where he originally handled negotiations as corporate diplomat before advancing to work on investment partnerships with large multi-national corporations, global mobile network operators, public authorities in Europe, the Middle East, and Africa, and with international organizations such as British International Investment, the European Investment Bank, the World Bank Group, the U.S. International Development Finance Corporation, and the USAID. He acts as Non-executive director of Global Partners 4 Digital Development starting from October, 2023 and Sumitomo Corporation from April, 2024. Since September 2021, Mr. Vogeleer teaches to INSEAD MBA students as a Visitng Lecturer, and supports the work of various international charities including Global Citizen.

Mr. Vogeleer earned his Bachelor’s degree in law from Université Saint Louis, Belgium in 1993, Master’s degree in law from UCLouvain, Belgium in 1996, Master’s degree in Media & Communications Management from the University of Stirling in the United Kingdom in 1997; completed postgraduate courses in Telecom Law at KUL, Belgium in 1999, and in competition law at King’s College in London, United Kingdom in 2002; obtained an executive Master’s degree in business administration from Insead (Cedep), France in 2006 and a Master’s degree in corporate governance from the Institute of Directors in London, United Kingdom in 2024.

Skills and Qualifications: Holding an Executive MBA degree and qualified as a Chartered Director, Mr. Vogeleer has around 15 years of experience serving on boards as chairman, member of the board, member of the audit committee, member of the compensation and benefits committee, or secretary general.

Andrew Gamble (Functions and principal activities – FRHC management, Independent Director since 2024)

Mr. Gamble was appointed to the Board on May 28, 2024 to fill the vacancy on the Board created by the resignation of Leonard Stillman. From 1977 to 2009, Mr. Gamble served as a partner in the international American-British law firm Hogan Lovells. His legal career has involved advising banks and structuring financings for numerous international entities in the Middle East and CIS, including Kazakhstan. While at Hogan Lovells, Mr. Gamble held several senior management positions such as Head of International Banking Practice, London Regional Managing Partner, member of the International Management Board and Head of the Africa Practice, and he was instrumental in the opening of the firm’s offices in Moscow, Warsaw, Dubai and Johannesburg. He also served in Hogan Lovells’ Frankfurt office. Mr. Gamble currently works as an independent consultant on corporate, legal and finance matters, which includes serving as an independent director on several boards. He is on the board of Africa Credit Opportunities Limited, and recently stepped down from the board of Zenith Bank (UK) Limited. He is chairman of the board of Grata International, a Swiss verein which acts as a holding company for the various offices of a regional law firm focused on the former Soviet Union and neighboring countries. Mr. Gamble has authored, co-authored, contributed to, and edited numerous financial and legal publications. He earned his Bachelor of Arts Law, with Honours, from St. Catharine’s College in Cambridge and his professional qualifications at the College of Law, Guildford.

Mr. Gamble has deep financial sector expertise based on many years of experience advising on transactions in the sector.

The business address for all Board members of FRHC except Timur Turlov and Kairat Kelimbetov is 40 Wall Street, Suite 1704, New York, NY 10005.

Conflict of interest

There is no conflict of interest between the personal interests of any Key Person mentioned above and that of the duties of such persons owed to the Issuer or the interests of the Issuer.

6.2. Other information relating to Key Persons

The Issuer does not have an audit committee, nomination committee or remuneration committee, as the Issuer is not required to form committees in accordance with the AIFC Law. The Issuer has a Corporate Governance Code in place to comply with relevant AIFC and AIX rules and regulations.

7. Financial information about the Issuer

7.1. Historical financial information about the Issuer

Statement of financial position, USD thousands	31 March 2023	31 March 2024	31 December 2024
Cash and cash equivalents	276	154,768	107,013
Other receivables	57,137	107,862	354,074
Other assets	-	4,070	4,070
TOTAL ASSETS	**57,413**	**266,701**	**465,157**
Trade payables	60,025	267,249	468,835
Other liabilities	88	3,522	3,027
TOTAL LIABILITIES	**60,113**	**270,772**	**471,862**
Share capital	282	1,030	1,030
(2,982)		(5,101)	(7,735)
(2,700)		**(4,071)**	**(6,705)**
TOTAL LIABILITIES AND DEFICIT OF EQUITY	**57,413**	**266,701**	**465,157**

Cashflow statement, USD thousands	Year ended 31 March 2023	Year ended 31 March 2024	Nine months ended 31 December 2024
Net loss	(1,576)	(2,041)	(2,634)
Adjustments for:			
Credit loss expense	1,376	1,824	0
Net change in accrued interest	351	(4,261)	0
Net change in accrued commissions	88	3,434	0
Discount on loans issued	-	243	0
Other adjustments for non-monetary items	-	1	0
Cash flows used in operating activities	**239**	**(800)**	(2,634)
Other receivables	-	-	(246,211)
Accounts payable	-	-	201,586
Other liabilities	-	-	(0,496)
Net cash flows used in operating activities	**239**	**(800)**	**47,755**
Loans issued	(45,420)	(47,683)	0
Investments in subsidiaries	-	(4,070)	0
Cash flows used in investing activities	**(45,181)**	**(52,553)**	**0**
Proceeds from issuance of debt securities	45,265	206,350	0
Proceeds from contribution to share capital	100	698	0
Net cash flows from financing activities	**45,365**	**207,048**	**0**
Net increase in cash and cash equivalents	184	154,495	(47,755)
CASH AND CASH EQUIVALENTS, beginning of the period	**92**	**276**	**154,768**
CASH AND CASH EQUIVALENTS, end of the period	**276**	**154,771**	**107,013**

Statement of changes in equity, USD thousands	Share capital	Currency translation reserve	Retained earnings
31 March 2022	**182**	**(468)**	**(286)**
Contribution to share capital	100		100
Allocation		(938)	(938)
Total comprehensive loss		(1,576)	(1,576)
31 March 2023	282	**-**	**(2,124)**
Contribution to share capital	748	-	748
Total comprehensive loss		-	(2,041)
31 March 2024	**1,030**	**0**	**(5,101)**
Contribution to share capital	-	**-**	-
Total comprehensive loss	**-**	-	(2,634)
31 December 2024	**1,030**	**-**	**(7,735)**

Consolidated Statement of Profit or Loss, USD thousands	**Year ended 31 March 2023**	**Year ended 31 March 2024**	**Nine months ended31 December 2024**
Interest income	2,011	10,489	24,097
Interest expense	(2,011)	(10,356)	(23,911)
NET INTEREST INCOME	**-**	**133**	**186**
Net (loss)/ gain on foreign exchange operations	(3)	(53)	522
Fee and commission expense	(180)	(240)	(192)
Credit loss expense	(1,376)	(1,824)	-
Operating expenses	(37)	(57)	(35)
Other income	20	-	-
LOSS BEFORE INCOME TAX	**(1,576)**	**(2,041)**	**(2,634)**
Income tax expenses		-	-
NET LOSS FOR THE PERIOD	**(1,576)**	**(2,041)**	**(2,634)**

Since 31 March 2023 FFSPC issued a total amount of USD 1.066bn of debt securities.

8. Other information relating to the Issuer

8.1. Information about auditors

The independent auditor of the Issuer’s financials for the year ended 31 March 2023 is Deloitte Limited Liability Partnership (36 al Farabi Avenue, Almaty, Kazakhstan, 050059). Deloitte LLP is authorized and regulated by the Ministry of Finance of the Republic of Kazakhstan under the state license No. 0000015, type MFU-2, dated 13 September 2006.

The independent auditor of the Issuer’s financials for the year ended 31 March 2024 is ALMIR CONSULTING Limited Liability Partnership (19, Al-Farabi Ave., Nurly Tau Business Center, block 2b, 403 office, Almaty, Kazakhstan). ALMIR CONSULTING LLP is authorized and regulated by the Ministry of Finance of the Republic of Kazakhstan under the state license No. 0000014, dated 27 November 1999.

8.2. Connected Persons

A body corporate of the Issuer is Freedom Holding Corp., a legal entity duly organized under the law of Nevada, USA, with registered address at c/o CT Corporation System 701 S Carson Street, Suite 200 Carson City, Nevada 89701, USA.

Beneficial owner of the Freedom Holding Corp., its direct shareholder and the only holder of more than 10% of the FRHC’s issued and outstanding common shares is Timur Turlov, who is the major controlling shareholder of the Issuer. There are currently measures in place to ensure that control over the Issuer is not abused as provided for by Kazakhstan law and the Articles of the Issuer. Such measures include, among others, presence of the Board of Directors. There are no arrangements known to the Issuer which may at a subsequent date result in a change of control over the Issuer.

8.3. Legal and other proceedings against the Issuer

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened and which the Company is aware of) which may have or have had a significant impact on the Company’s financial position and profitability during the last 12 months prior to the date of this Prospectus.

9. Responsibility for the Content of the Prospectus

9.1. Responsibility Statement

The Responsibility Statement is included in Schedule 1 of this Prospectus.

9.2. Expert opinions included in the Prospectus

There are no expert opinions included in this Prospectus.

10. Documents on display

Copies of the following documents may be inspected at, and are available from, the office of the Issuer at 16, Dostyk Street, Talan Towers offices, floor 26, Astana, Kazakhstan during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), so long as the Bonds are listed on the AIX:

- This Prospectus, the Articles of Association, and the Conflict of interest policy of the Issuer
- The audited Financial Statements for the years ended 31 March 2024, 31 March 2023 and for the nine month ended 31 December 2024, including in each case the auditor's report conducted in accordance with International Standards on Auditing relating to such financial statements.

SECURITIES NOTES

1. Key information

1.1. Risk factors material to the Securities

The Bonds are subject to modification, waivers and substitution.

This Prospectus contains provisions for calling meetings of the Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all the Bondholders.

Delisting of the Bonds from the Official List of the AIX may subject gains and coupon interest payments on the Bonds to tax in the Republic of Kazakhstan.

In order for coupon interest payments due on the Bonds and gains realized by the Bondholders in relation to disposal, sale, exchange or transfer of the Bonds to be exempt from Kazakhstan withholding tax, it will be necessary for the Bonds to be admitted to the Official List of the AIX as at the Coupon Payment Date or the date of such disposal, sale, exchange or transfer of the Bonds. No assurance can be given that the Bonds will remain admitted to the Official List of the AIX as at each Coupon Payment Date or during the term of the Bonds, or that there will be no material change in tax and securities laws in Kazakhstan.

The market price of the Bonds may be volatile.

The market price of the Bonds could be subject to fluctuations in response to actual or anticipated variations in the Issuer's operating results and those of its competitors, adverse business developments, changes to the regulatory environment in which the Issuer operates, changes in financial estimates by analysts and the actual or expected sale of a large number of Bonds.

If any Tranche issued under the Programme is guaranteed the guarantor might default on any payments related to the Bonds.

Where the Tranches issued under this Programme are guaranteed, the guarantor might default and not be able to pay any interest on any Bond or redeem any Bond when due.

1.2. Reasons for the offer

Estimated net amount of proceedings	Shall be specified in the relevant Offer Terms.
Use of proceeds	The proceeds received by the Issuer from the issue of the Bonds shall be transferred in the form of loans to the parent company Freedom Holding Corp., which intends to use the net proceeds from the sale of the Bonds for repayment or refinancing of debt, business expansion through mergers and acquisitions and general corporate purposes.

1.3. Creditworthiness of the Issuer

Earnings coverage ratio

According to the Issuer's audited financial statements, the Earnings coverage ratio for the year ended on 31 March 2024 is 0.80 (zero point eight) and for 9 months ended on 31 December 2024 is 0.9 (zero point nine).

Relevant credit ratings

The Issuer does not have any credit ratings. If applicable, credit ratings attached to each Tranche will be specified in the relevant Offer Terms.

Risk factors that may affect the Issuer's ability to fulfil its obligations under the Securities to investors

All relevant risk factors are described in the "Risk factors" section of the Registration Document of this Prospectus.

Guarantees

If applicable, the terms of guarantees attached to each Tranche will be specified in the relevant Offer Terms.

2. Information relating to the Securities offered/admitted to trading

2.1. General information relating to the Securities

Form of the Bonds	The Bonds will be issued in fully registered and dematerialised form under the Acting Law of AIFC, including AIFC Markets Rules and AIX Markets Business Rules.
Issuance	The Bonds under the Programme are to be issued in Tranches. The Programme may be comprised of one or more Tranches issued on the same or different dates. Each Tranche will be subject to the relevant Offer Terms which, for the purposes of that Tranche only, completes this Prospectus and which must be read in conjunction with this Prospectus. For the avoidance of doubt, the terms and conditions set out in this Prospectus shall be applicable to each Tranche issued under the Programme and will be completed by the relevant Offer Terms.

Aggregate Principal Amount of the Programme	U.S.$1,000,000,000 (one billion). When counting the aggregate principal amount of the Programme, Bond issued in currencies other than U.S.$ will be included at the exchange rate of the National Bank of the Republic of Kazakhstan as at the date of admission of the relevant Tranche to trading on the AIX.
Issue currency	Shall be specified in the relevant Offer Terms.
Trading currency	Shall be specified in the relevant Offer Terms.
Number and Nominal Value of the Bonds	Shall be specified in the relevant Offer Terms.
Admission to listing and trading	This Prospectus has been produced in connection with the application for the Bonds to be admitted to the Official List of the AIX and trading on the AIX. Each Tranche issued under the Programme is expected to be admitted to trading on AIX. Details for admission of each Tranche will be provided in the relevant Offer Terms.
Registrar	AIX Registrar.
Depository	AIX CSD.
Legislation	The Bonds and any non-contractual obligations arising out of, or in connection with, the Bonds shall be governed by, and construed in accordance with, the laws of the AIFC. The Issuer has agreed herein the conditions in favor of the Bondholders that any claim, dispute or discrepancy of any nature arising out of, or in connection with, the Bonds (including claims, disputes or discrepancies regarding the existence, termination thereof, or any non-contractual obligations arising out of, or in connection with, the Bonds) shall be brought to, and finally resolved by, the Court of the AIFC in accordance with the rules thereof, currently in effect, such rules shall be deemed incorporated herein.
Ranking	The Bonds shall constitute direct, general and unconditional obligations of the Issuer which will rank pari passu among themselves and rank pari passu, in terms of payment rights, with all other current or future unsubordinated obligations of the Issuer, except for liabilities mandatorily preferred by law.
Redemption	Unless previously purchased and cancelled, the Issuer hereby irrevocably covenants in favor of each Bondholder that the Bonds will be redeemed at their Nominal Value concurrently with the final coupon interest payment no later than 15 (fifteen) calendar days starting from the Maturity Date.
Open market purchases	Unless otherwise specified in the relevant Offer Terms the Issuer may by tender at any time purchase the Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all the Bondholders. Any such purchased Bonds will not be considered as redeemed and may be further resold by the Issuer.
Coupon Interest Rate	The Coupon Interest Rate of each Tranche shall be specified in the relevant Offer Terms. Coupon interest amount per one Bond shall be calculated using the following formula: *Nominal Value × Coupon Interest Rate× Day count fraction for the relevant Coupon Period.*
Coupon Payment Dates	Shall be specified in the relevant Offer Terms.
Coupon period	Each period beginning on (and including) the Issue Date or any Coupon Payment Date and ending on (but excluding) the next Coupon Payment Date.
Day count fraction	30/360; coupon interest payments on the Bonds shall be calculated on the basis of a year of 360 (three hundred and sixty) days consisting of 12 (twelve) months of 30 (thirty) days each.
Rights attached to the Bonds	The Bondholders have the right to: • Receive coupon interest payments according to the terms of the Prospectus and the relevant Offer Terms. • Receive the Nominal Value upon redemption according to the terms of the Prospectus and the relevant Offer Terms. • Freely transfer the Bonds. • Request and receive information about the Issuer's operations. • Attend, participate in and vote in meetings of the Bondholders in accordance with the terms of the Prospectus. • Require that the Bonds shall immediately become due and repayable at their Nominal Value together with accrued coupon interest if any of the events mentioned in clause 3.3 of Securities Notes occurs and continues for more than 30 (thirty) calendar days.

Issue restrictions	No amendment shall be made by the Issuer to the Prospectus or relevant Offer Terms unless the Issuer has secured prior written consent(s) of the Bondholders of at least three-fourth in principal amount of the Bonds then outstanding.
Selling restrictions	The offering and sale of the Bonds is subject to applicable laws and regulations and the Bonds may not be sold in other jurisdictions outside the AIFC, including without limitation the United Kingdom, the European Economic Area, other than in compliance with applicable laws and regulations. The Bonds have not and will not be registered under the U.S. Securities Act of 1933 or the securities laws of any state of the United States and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons.
Restrictions on the free transferability	The Bonds are freely transferable and, once admitted to the Official List of the AIX, shall be transferable only in whole in accordance with the rules and regulations of the AIX.
Miscellaneous	For purposes of any calculation specified herein, a value shall be accurate to two decimal places.

3. Terms and conditions of the Offer

Number of Bonds offered	Shall be specified in the relevant Offer Terms.
Categories of potential investors	Subject to applicable laws and regulations the Bonds will be offered to a wide range of investors.
Conflict of interest	No person involved in the offering of the Bonds has any interest in the offering, which is material to the offering.
Offering method	Shall be specified in the relevant Offer Terms.
Offer period	Shall be specified in the relevant Offer Terms.
Allotment of the Bonds	Shall be specified in the relevant Offer Terms.
Lead Manager	Freedom Finance Global PLC.
Authorizations	The Prospectus and Offer Terms of the first Tranche issued under the Programme were approved by the Special Resolution on 27 November 2023. The Offer Terms of the second Tranche issued under the Programme were approved by the Resolution on 3 September 2024. The Offer Terms of the third, fourth and fifth Tranches issued under the Programme were approved by the Resolution on 21 April 2025.
Clearing and settlement	The payment and settlement will be made through the settlement system of the AIX CSD in accordance with the rules and regulations of the AIX CSD (the "AIX CSD Rules"), in particular delivery of the Bonds through the system of the AIX CSD. In order to participate in the offering of the Bonds, take delivery of the Bonds and trade the Bonds on the AIX, investors are required to have an account opened with a brokerage company admitted as an AIX Trading Member and an AIX CSD Participant. The Bonds will be held on behalf of investors in the relevant AIX Trading Member's account at the AIX CSD.
Notification process for investors	Prior to the start of trading, AIX will publish a market notice specifying the first day of trading on its website: https://aix.kz/news-announcements/aix-market-notices/ All other significant announcements will be made by the Issuer via the AIX Regulatory Announcement Service: https://aix.kz/listings/continuous-disclosure-obligations/company-disclosures-2/
Paying agent	The Issuer did not appoint a paying agent for the Bonds.

1.1 Payments

Coupon interest payments on the Bonds shall be paid to the Person shown in the Bond Registry at 23:59:59 (Astana time) on the last day of a period for which coupon interest payment is due for (the "Record Date").

Coupon interest payments on Bonds shall be paid no later than 15 (fifteen) calendar days starting from the relevant Coupon Payment Date by money transfer to current bank accounts of the Bondholders specified in the Bond Registry as at the Record Date. Coupon interest payment will be carried out by transferring money to the participant's settlement account at AIX CSD of the Bondholders, who have the right to receive the specified payment and have been registered as the Bondholders by AIX Registrar and AIX CSD at 23:59:59 (Astana time) on the relevant Record Date.

In case of nominee holding interest and principal debt could be paid only to the account provided by the Bondholder's broker or custodian acting as a nominal holder of securities (other than participant settlement account with AIX CSD). The final coupon interest payment shall be made by Issuer concurrently with payment of the principal of the Bonds no later than 15 (fifteen) calendar days starting from the Maturity Date. All payments in respect of the Bonds shall be made in the currency of the relevant Tranche specified in the relevant Offer Terms.

If any date for payment in respect of the Bonds is not a Business Day, the Bondholder shall not be entitled to payment until the next following Business Day nor to any coupon interest or other sum in respect of such postponed payment.

1.2 Penalty

The Issuer shall pay a penalty to the Bondholders for each day, on which any amount payable under the Bonds remains due and unpaid (the "Unpaid Amount"), at the rate equal to the Coupon Interest Rate specified in the relevant Offer Terms. The amount of penalty payable per any Unpaid Amount in respect of any Bonds shall be equal to the product of the coupon interest specified in the relevant Offer Terms, the Unpaid Amount and the number of calendar days on which any such Unpaid Amount remains due and unpaid divided by 360 (three hundred and sixty), rounding the resultant figure to the nearest cent, half of any such cent being rounded upwards.

1.3 Events of Default

The Bonds shall become immediately due and repayable at their Nominal Value, together with any accrued coupon interest, if any of the following events (the "Events of Default") occurs and continues for more than 30 (thirty) calendar days:

- the Issuer shall fail to pay any interest on any Bond when due; or
- the Issuer shall fail to redeem any Bonds when due; or;
- the Issuer is in default in the performance, or is otherwise in breach, of any of the following obligations:
  - o the Issuer shall not amend the Prospectus unless agreed upon in writing with the Bondholders of at least three-fourth in principal amount of the Bonds outstanding;
  - o the Issuer shall maintain the listing of the Bonds on the Official List of AIX;
  - o the Issuer shall not amend or substitute any entity in place of the Issuer as the principal debtor in respect of the Bonds, without prior written consent of the Bondholders of at least three-fourth in principal amount of the Bonds then outstanding;
  - o the Issuer shall pay any penalty due to any Bondholder in accordance with section 3.2 of this Securities Notes.

1.4 Early redemption

Redemption at the Option of the Bondholders

If at any time while any of the Bonds remains outstanding an Event of Default occurs and continues for more than 30 (thirty) calendar days, the Issuer shall, at the option of the Bondholder, upon the Bondholder giving not less than 30 (thirty) days nor more than 45 (forty five) days' notice from the occurrence of any Event of Default to the Issuer, redeem such Bonds on the day specified in such notice at 100% of its Nominal Value together with coupon interest accrued to (but excluding) the date specified for redemption.

Following the occurrence of any Event of Default in clause 3.3 of the Securities Notes the Issuer may arrange negotiations with the Bondholders in respect of the early redemption at the option of the Bondholders.

Redemption at the Option of the Issuer

Unless otherwise specified in the relevant Offer Terms the Bonds may be redeemed in whole or in part at Nominal Value before their stated maturity at the option of the Issuer only if the Issuer has secured prior written consent(s) of the Bondholders of at least three-fourth in nominal amount of the Bonds then outstanding. Redemption at the Option of the Issuer shall be made in accordance with Clause 3.1 ("Payments") above.

1.5 Meetings of the Bondholders

- The Issuer may from time to time call meetings of the Bondholders for the purpose of consultation with the Bondholders or for the purpose of obtaining the consent of the Bondholders on matters which in terms of this Prospectus require the approval of the Bondholders' meeting.
- A meeting of the Bondholders shall be called by the Issuer by publication of a relevant notice according to clause 3.6 ("Notices") of the Securities Notes not less than 14 (fourteen) days before a day of the meeting. Such notice shall set out the time, place and date set for the meeting and the matters to be discussed or decided thereat, including, if applicable, sufficient information on any amendment of the Prospectus that is proposed to be voted upon at the meeting and seeking the approval of the Bondholders. Following a meeting of the Bondholders held in accordance with the provisions contained hereunder, the Issuer shall, acting in accordance with the resolution(s) taken at the meeting, communicate to the Bondholders whether the necessary consent to the proposal made by the Issuer has been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this clause at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.
- The amendment or waiver of any of the provisions of and (or) conditions contained in this Securities Notes, or in any other part of the Prospectus, may only be made with the approval of the Issuer and of the Bondholders at a meeting called and held for that purpose in accordance with the terms hereof.

- A meeting of the Bondholders shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose, at least two Bondholders present, in person, via absentee voting or by proxy, representing not less than 50% (fifty percent) in Nominal Value of the Bonds then outstanding, shall constitute a quorum. If a quorum is not present within 30 (thirty) minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned to a place, date and time as shall be communicated by the Issuer to the Bondholders present at that meeting. The Issuer shall within 2 (two) days from the date of the original meeting publish by way of a company announcement the date, time and place where the adjourned meeting is to be held. An adjourned meeting shall be held not earlier than 7 (seven) days, and not later than 15 (fifteen) days, following the original meeting. At an adjourned meeting: the number of the Bondholders present, in person, via absentee voting or by proxy, representing not less than 30% (thirty) in Nominal Value of the Bonds then outstanding, shall constitute a quorum, and only the matters specified in the notice calling the original meeting shall be placed on the agenda of, and shall be discussed at, the adjourned meeting.
- Any person who in accordance with the Articles of the Issuer is to chair the annual general meetings of shareholders shall also chair meetings of the Bondholders.
- Once a quorum is declared present by the chairman of the meeting, the meeting may then proceed to business and address the matters set out in the notice convening the meeting. In the event of decisions being required at the meeting the Issuer or its representative shall present to the Bondholders the reasons why it is deemed necessary or desirable and appropriate that a particular decision is taken. The meeting shall allow reasonable and adequate time for the Bondholders to present their views to the Issuer and the other Bondholders present at the meeting. The meeting shall then put the matter as proposed by the Issuer to a vote of the Bondholders present at the time at which the vote is being taken, and any Bondholders taken into account for the purpose of constituting a quorum who are no longer present for the taking of the vote shall not be taken into account for the purpose of such vote.
- The voting process shall be managed by the secretary elected at the meeting.
- The proposal placed before a meeting of the Bondholders shall only be considered approved if at least 75% (seventy five percent) in Nominal Value of the Bondholders present at the meeting at the time when the vote is being taken, in person, via absentee voting or by proxy, shall have voted in favor of the proposal.
- Save for the above, the rules generally applicable to proceedings at general meetings of the Issuer's shareholders shall apply to meetings of the Bondholders.

1.6 Notices

To the Bondholders

All notices to the Bondholders shall be deemed to have been duly given if, so long as the Bonds are listed on the AIX and so long as the rules of the AIX so require, by publication (i) on the internet website of the AIX at www.aix.kz via AIX RAS or (ii) otherwise in accordance with the regulations of the AIX.

To the Issuer

Notices to the Issuer will be deemed to be validly given if delivered to the Issuer at 16, Dostyk Street, Talan Towers offices, floor 26, Astana, Kazakhstan, or by email (ffspc@ffin.kz) and will be deemed to have been validly given when delivered.

1.7 Taxation

Under the Constitutional Law on "Astana International Financial Centre" any interest or capital gain on the securities listed on the AIX are exempt from taxes until 1 January 2066. Accordingly, following the admission of the Bonds to the Official List of the AIX, any income derived from holding or selling the Bonds will be exempt from taxes as long as the Bonds are listed on the AIX Official List. No stamp, registration or other taxes arising out of the transfer of the Bonds exist in the Republic of Kazakhstan.

Important U.S. tax considerations for the non-U.S. Bondholders are detailed in the subsequent section titled "Non-U.S. Bondholders" and investors should read carefully this section for information on U.S. tax implications.

Non-U.S. Bondholders

Under the U.S. tax law, coupon interest payments on the Bonds will be deemed to be payable from a source in the United States. Coupon interest payments made to a non-U.S. Bondholder generally will be subject to U.S. withholding tax at the rate of 30%. The following is a summary of certain U.S. federal income tax considerations for the non-U.S. Bondholder. For purposes of this summary, the term "non-U.S. Bondholder" means a beneficial owner of the Bond who is, for U.S. federal income tax purposes:

- a non-resident alien individual;
- a foreign corporation.

Coupon interest payments

The coupon interest paid on the Bond by the Issuer to the non-U.S. Bondholder will be exempt from U.S. income and withholding tax under the "portfolio debt exemption" provided that:

(1) the non-U.S. Bondholder does not, directly or indirectly, own 10% or more of the total combined voting shares of FRHC,

(2) the non-U.S. Bondholder is not a controlled foreign corporation related to the FRHC, directly or indirectly, through the equity ownership,

(3) the non-U.S. Bondholder is not a bank that acquired the Bonds in consideration for an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business and

(4) either

(a) the non-U.S. Bondholder provides to FF SPC an applicable properly completed IRS Form W-8BEN or W-8BEN-E (or applicable successor form) and any applicable attachments, signed under penalties of perjury, that includes its name and address and that certifies that it is not a U.S. person or in the case of an individual, that the person is neither a citizen or a resident (for U.S. federal income tax purposes) of the United States, in compliance with applicable law and regulations, or

(b) a securities clearing organization, bank or other financial institution that holds the Bonds in the ordinary course of its trade or business on behalf of the non-U.S. Bondholder provides a statement to FFSPC under penalties of perjury in which it certifies that a properly completed applicable IRS Form W-8BEN or W-8BEN-E (or applicable successor form) has been received by it from the non-U.S. Bondholder or

(c) the non-U.S. Bondholder holds the Bonds through a "qualified intermediary" and the qualified intermediary furnishes to FFSPC a copy of a properly executed IRS Form W-8IMY (or applicable successor form) and any applicable attachments on behalf of itself (which may, in some circumstances, include a withholding statement and applicable underlying IRS forms sufficient to establish that the non-U.S. Bondholder is not a U.S. Bondholder).

If a non-U.S. Bondholder cannot satisfy the requirements of the portfolio interest exemption described above, coupon interest payments made to such non-U.S. Bondholder generally will be subject to U.S. withholding tax at the rate of 30%, unless the non-U.S. Bondholder provides FFSPC with a properly executed IRS Form W-8BEN or W-8BEN-E (or applicable successor form) establishing an exemption from, or reduction of the withholding tax under the benefit of an applicable tax treaty.

The amount of interest on the Bond paid to a non-U.S. Bondholder and the amount of tax, if any, withheld from such payment generally must be reported annually to the non-U.S. Bondholder and to the IRS. The IRS may make this information available under the provisions of an applicable income tax treaty to the tax authorities in the country in which the non-U.S. Bondholder is a resident.

Provided that a non-U.S. Bondholder has complied with certain reporting procedures (usually satisfied by providing an applicable properly completed IRS Form W-8BEN or IRS Form W-8BEN-E) or otherwise establishes an exemption, the non-U.S. Bondholder generally will not be subject to U.S. withholding tax with respect to coupon interest payments on, and the proceeds from a disposition of, a bond, unless FFSPC knows or have reason to know that the Bondholder is a U.S. person or otherwise is ineligible for the portfolio debt exception.

U.S. Bondholders

Bondholders who are U.S. persons for tax purposes ("U.S. residents) are required to provide Form W-9 to FFSPC.

If a Bondholder is a U.S resident and fails to provide a valid Form W-9, or it is provided incorrectly or late, they may face backup withholding tax on their interest payments and on their gross proceeds upon subsequent disposition of the bonds. All payments (and tax withheld where applicable) will be reported to both the IRS and the U.S. resident on the appropriate Form 1099 series form.

Important information

This tax summary is intended for general information purposes only and does not constitute tax advice. For specific advice related to a Bondholder's tax situation, Bondholders are encouraged to consult with a tax advisor. This will ensure compliance with the complex and evolving U.S. tax laws and regulations.

4. Other information

4.1. Audit and source of information including use of expert reports

The Issuer's financials for year ended on 31 March 2023 audited by Deloitte LLP and financials for year ended on 31 March 2024 audited by ALMIR CONSULTING LLP – are included in Schedule 3 of this Prospectus.

5. Admission to listing and trading

Dates of admission to listing and trading on AIX and estimate of the total expenses related to the admission to trading will be specified in respective Offer Terms of each Tranche.

Olga Baskakova, Director

(Name, title)

/s/ Olga Baskakova (seal)

(Signature, stamp)

22 May 2025

Date

GLOSSARY

"AIFC"	Astana International Financial Centre
"Acting Law of the AIFC"	Regulatory acts specified in article 4 of the Constitutional statute of the Republic of Kazakhstan №438-V of 7 December 2015 "On the Astana International Financial Centre"
"AIX"	Astana International Exchange Limited
"AIX CSD"	Astana International Exchange Central Securities Depository Limited, a private company incorporated under the Acting law of the AIFC responsible for daily cash and securities settlement and depositary activities.
"AIX RAS"	AIX Regulatory Announcement Service, a service providing issuers with a method of declaring information and any other continuous and/or periodic disclosures that must be released to the market either under the ongoing reporting requirements or as required otherwise
"AIX Registrar"	Astana International Exchange Registrar Limited, a company incorporated in AIFC under company identification number 180840900010 with its registered office at 55/19, Mangilik El Avenue, Astana, Kazakhstan.
"Articles"	Articles of Association of the Issuer.
"bln"	Billion.
"Bond Registry"	The register of the Bondholders that is maintained by AIX Registrar on behalf of that Issuer.
"Bonds"	Bonds issued by the Issuer under the Programme (same as "Securities").
"Bondholder"	A legal owner of the Bond which is recorded in the register of the holders of the Bonds maintained by AIX Registrar.
"Business Day"	A day on which banks and exchange markets are open for business in the Republic of Kazakhstan.
"Company"	Freedom Finance SPC Ltd. (same as "Issuer" and "FFSPC").
"Coupon Interest Rate"	The annual interest rate paid on the Bonds and expressed as a percentage of the Nominal Value.
"Coupon Payment Dates"	The first day of the coupon interest payment period.
"Earnings coverage ratio"	Equals to consolidated net income applicable to common shareholders plus income taxes, interest on long-term and short-term debt, divided by interest on long-term and short-term debt.
"Events of Default"	A partial or complete failure to fulfil the Issuer's obligations with respect to the Bonds as described in the Prospectus and the relevant Offer Terms.
"FFSPC"	Freedom Finance SPC Ltd. (same as "Issuer" and "Company").
"FRHC"	Freedom Holding Corp.
"General Meeting"	A meeting of the Company's shareholders.
"IRS"	Internal Revenue Service, the revenue service for the United States federal government, which is responsible for collecting U.S. federal taxes.
"Issue Date"	The issue date of the relevant Tranche from which the Bondholder is entitled to receive coupon interest.
"Issuer"	Freedom Finance SPC Ltd. (same as "Company" and "FFSPC").
"KZT"	The lawful currency of the Republic of Kazakhstan.
"Lead Manager"	Freedom Finance Global PLC.
"Maturity Date"	The day following the last day of the Bond circulation period (the first day of the Bonds' redemption period).
"mln"	Million.
"Nominal Value"	Redemption price of the Bonds as per relevant Offer Terms.
"Official List"	The list of securities, units or derivatives and a right or interest in the relevant security, unit or derivative maintained by AIX.
"Offer Terms"	Offer terms of each Tranche issued under the Programme.

“Ordinary Resolution”	A resolution passed by a simple majority of the votes of the Issuer’s shareholders who (being entitled to do so) vote in person or, if proxies are allowed, by proxy, at a General Meeting for which notice specifying the intention to propose the resolution was duly given, and includes an Ordinary Resolution in writing passed under section 100 (Resolution in writing of Private Companies) of the AIFC Companies Regulations.
“Person”	Any individual, company, corporation, firm, partnership, joint venture, association, organisation, state or agency of a state or other legal entity, whether or not having separate legal personality.
“Programme”	U.S.$1,000,000,000 bond Programme established by the Issuer.
“Prospectus”	This document, which has been prepared in accordance with the MAR Rules regarding to the Programme and the Bonds.
“Record Date”	The last day of a period for which coupon interest payment is due.
“Securities”	Bonds issued by the Issuer under the Programme (same as “Bonds”).
“Special Resolution”	A resolution passed by at least 75% of the votes of the Issuer’s shareholders (or the shareholders of the relevant class of the Issuer’s shares) who (being entitled to do so) vote in person or, if proxies are allowed, by proxy, at a General Meeting for which notice specifying the intention to propose the resolution was duly given, and includes a Special Resolution in writing passed under section 100 (Resolutions in writing of Private Companies) of the AIFC Companies Regulations.
“Tranche”	Each series of the Bonds issued under the Programme.
“**U.S. Dollars**” and “**U.S.$**”	The lawful currency of the United States.

SCHEDULE 1. RESPONSIBILITY STATEMENT

a) The Issuer, having made all the reasonable enquiries, accept responsibility for this Prospectus and confirms that this Prospectus complies with the requirements set out in Section 69 of the AIFC Framework Regulations №18 of 2018 and Part 1 of the AIFC Market Rules.

Most of the information reflected in this Prospectus has been received by the Issuer from the Auditor's reports, constituent documents, public data placed on the website of the authorized state bodies. The Issuer confirms that such information has been accurately reproduced and is able to ascertain from information published by such third parties that no facts have been omitted which would render the reproduced information inaccurate or misleading.

Neither the delivery of this Prospectus nor the offering, sale or delivery of any Bonds shall in any circumstances create any implications that there has been no adverse change, or any event reasonably likely to involve an adverse change, in the condition (financial or otherwise) of the Issuer since the date of this Prospectus.

On behalf of the Issuer, the General Director of the Issuer confirms that this Prospectus complies with the requirements set out in Section 69 of the AIFC Framework Regulations №18 of 2018 and Part 1 of the AIFC Market Rules and contains all information which is material in the context of the issue and offering of the Bonds, that the information contained in this Prospectus is correct to the best of his knowledge and that no material facts or circumstances have been omitted.

b) The Issuer's Board of Directors is responsible for the information contained in the Prospectus, which to any extent relates to the Issuer's financial activity and financial statements.

c) The persons responsible for the content of this Prospectus are those responsible for the content of this Prospectus in accordance with clauses (a) and (b) of this Schedule and MAR 1.9.1.

Freedom Finance SPC Ltd.,
as the Issuer

Olga Baskakova, Director
(Name, title)

/s/ Olga Baskakova (seal)
(Signature, stamp)

22 May 2025
Date

16, Dostyk Street, Talan Towers offices, floor 26, Astana, Kazakhstan
(Address)

SCHEDULE 2: FORM OF OFFER TERMS TEMPLATE

Freedom Finance SPC Ltd.

(Incorporated as a special purpose company under the legislation of the Astana International Financial Centre)

OFFER TERMS

OF THE [*currency, amount of the Tranche***] BONDS DUE** [*date*] **____(ISIN:_______)**

ISSUED UNDER U.S.$1,000,000,000 BOND PROGRAMME

The Bonds will be constituted by and have the benefit of a U.S.$1,000,000,000 Programme established by Freedom Finance SPC Ltd. valid until 31 December 2033. This document is the Offer Terms of the [*number of the Tranche*] Tranche issued under the Programme. The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Centre**.** Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Prospectus dated 15 December 2023**.** This document constitutes the Offer Terms of the Bonds described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Offer Terms and the Prospectus. The Offer Terms and the Prospectus have been published on the website of the Astana International Exchange at https://www.aix.kz and on the website of the Issuer at https://fbroker.kz/products/freedombonds.

AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of the information included in this document including the accuracy or completeness of any information or statements included in it. Liability for this document lies with the issuer of this document and other persons such as Experts whose opinions are included in this document with their consent. Nor has the AIX, its directors, officers or employees assessed the suitability of the securities to which this document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

In the case of bankruptcy or default by the Issuer the investors may not recover the amounts they are entitled to and risk losing all or part of their investment, and the investors' liability might not be limited to the amount of the investment. Civil liability attaches only to those Persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

Terms defined in the Prospectus have the same meanings in these Offer Terms unless they are expressly defined herein.

Type of Securities	
Issue and trading currency	
Aggregate principal amount	
Nominal Value	
Number of Bonds offered	
ISIN	
Guarantee	
Issue Date	
Maturity Date	
Admission to listing and trading	
Coupon Payment Dates	
Coupon Interest Rate	
Offering method	
Offer period opening and closing date	
Allotment of the Bonds	
Early redemption at the Option of the Bondholders – Put Option	
Early redemption at the Option of the Issuer – Call Option	
Estimated expenses	
Estimated net amount of proceeds	

(Name, position)

/s/ Olga Baskakova (seal)

(Stamp and Signature)

Date

SCHEDULE 3. AUDITED FINANCIAL STATEMENTS

EXHIBIT 4.02

Freedom Finance SPC Ltd.

(Incorporated as a Special Purpose Company under the legislation of the Astana International Financial Centre)

OFFER TERMS
OF THE U.S.$200,000,000 BONDS DUE 26 MAY 2027 (ISIN: KZX000004528)
ISSUED UNDER THE U.S.$1,000,000,000 PROGRAMME

The Bonds will be constituted by and have the benefit of a U.S.$1,000,000,000 Programme established by Freedom Finance SPC Ltd. valid until 31 December 2033. This document is the Offer Terms of the third Tranche issued under the Programme. The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Centre. Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Prospectus dated 15 December 2023. This document constitutes the Offer Terms of the Bonds described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Offer Terms and the Prospectus. The Offer Terms and the Prospectus have been published on the website of the Astana International Exchange at https://www.aix.kz via the AIX Regulatory Announcement Services and on the website of the Issuer at https://fbroker.kz/products/freedombonds.

The AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of the information included in this document including the accuracy or completeness of any information or statements included in it. Liability for this document lies with the issuer of this document and other persons such as Experts whose opinions are included in this document with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which this document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorized financial advisor.

In the case of bankruptcy or default by the Issuer the investors may not recover the amounts they are entitled to and risk losing all or part of their investment, and the investors' liability might not be limited to the amount of the investment. Civil liability attaches only to those Persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

Terms defined in the Prospectus have the same meanings in these Offer Terms unless they are expressly defined herein.

Lead Manager

Freedom Finance Global PLC

Type of Securities	Guaranteed Coupon Bonds.
Issue and trading currency	U.S. Dollar.
Aggregate principal amount	U.S.$200,000,000.
Nominal Value	U.S.$100 per Bond.
Number of Bonds offered	2,000,000 Bonds.
ISIN	KZX000004528
Guarantee	The payment of all amounts including interest and (or) principal and (or) penalty (as defined in the Prospectus) owing by the Issuer in respect of this Tranche will be unconditionally and irrevocably guaranteed by FRHC in accordance with the guarantee agreement dated 22 May 2025 (included in Schedule 1 of this document). Under the terms of the guarantee agreement, FRHC shall be jointly liable to the Bondholders for the Issuer's performance of the obligations to pay off the principal amount of the Bonds, the amount of accrued interest, fees, forfeits, penalties, fines, debt recovery-related litigation fees, caused by the Issuer's non-performance and (or) improper performance of obligations under the Bonds placed in accordance with this Offer Terms and the Prospectus. For detailed information about FRHC please see the Prospectus, 10-K annual reports and 10-Q quarterly reports of FRHC published on the AIX website and the United States Securities and Exchange Commission.
Issue Date	26 May 2025
Maturity Date	26 May 2027
Admission to listing and trading	Applications have been made for the Bonds to be admitted to the Official List and to trading on the AIX on 26 May 2025.
Coupon Payment Dates	As stipulated in the coupon calendar below.
Coupon Interest Rate	10.0% per annum, payable quarterly in arrear within 15 (fifteen) calendar days starting from the relevant Coupon Payment Date.
Offering method	Offering of the Bonds will be made through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules, and relevant AIX market notices.
Offer period opening and closing date	The Bonds can be offered during the entire period of circulation starting from the Issue Date until the Maturity Date through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules and relevant AIX market notices.
Allotment of the Bonds	There is no book-building. The settlement of the Bond's transactions executed on the AIX during the entire period of circulation period is T+2 in accordance with AIX CSD Rules.
Early redemption at the Option of the Bondholders – Put Option	N/A.
Early redemption at the Option of the Issuer – Call Option	N/A.
Estimated expenses	Estimated expenses associated with the preparation and offering of the Bonds, including listing fees, are expected to be U.S.$5,500.
Estimated net amount of proceeds	The net proceeds from the issuance are expected to amount to approximately U.S.$199,994,500 after deduction of fees and expenses related to the issuance of the Bonds.

Olga Baskakova, Director
(Name, position)
/s/ Olga Baskakova (seal)
(Stamp and Signature)
22 May 2025
Date

COUPON CALENDAR

Number	Coupon period commencement date	Coupon period expiry date and Record Date (23:59:59 Astana time)	Coupon Payment Dates (the first day of the coupon interest payment period)	The last day of the coupon interest payment period	Coupon Interest Rate (per annum)
1	26-May-2025	25-Aug-2025	26-Aug-2025	9-Sep-2025	10.00%
2	26-Aug-2025	25-Nov-2025	26-Nov-2025	10-Dec-2025	10.00%
3	26-Nov-2025	25-Feb-2026	26-Feb-2026	12-Mar-2026	10.00%
4	26-Feb-2026	25-May-2026	26-May-2026	9-Jun-2026	10.00%
5	26-May-2026	25-Aug-2026	26-Aug-2026	9-Sep-2026	10.00%
6	26-Aug-2026	25-Nov-2026	26-Nov-2026	10-Dec-2026	10.00%
7	26-Nov-2026	25-Feb-2027	26-Feb-2027	12-Mar-2027	10.00%
8	26-Feb-2027	25-May-2027	26-May-2027	9-Jun-2027	10.00%

If any date for payment in respect of the Bonds is not a Business Day, the Bondholder shall not be entitled to payment until the next following Business Day nor to any coupon interest or other sum in respect of such postponed payment.

For detailed information please see clause 3.1. “Payments” of the Securities Notes section of the Prospectus.

Olga Baskakova, Director

(Name, position)

/s/ Olga Baskakova (seal)

(Stamp and Signature)

22 May 2025

Date

EXHIBIT 4.03

Freedom Finance SPC Ltd.

(Incorporated as a Special Purpose Company under the legislation of the Astana International Financial Centre)

OFFER TERMS
OF THE EUR 87,935,900 BONDS DUE 26 MAY 2027 (ISIN: KZX000004536)
ISSUED UNDER THE U.S.$1,000,000,000 PROGRAMME

The Bonds will be constituted by and have the benefit of a U.S.$1,000,000,000 Programme established by Freedom Finance SPC Ltd. valid until 31 December 2033. This document is the Offer Terms of the fourth Tranche issued under the Programme. The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Centre. Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Prospectus dated 15 December 2023. This document constitutes the Offer Terms of the Bonds described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Offer Terms and the Prospectus. The Offer Terms and the Prospectus have been published on the website of the Astana International Exchange at https://www.aix.kz via the AIX Regulatory Announcement Services and on the website of the Issuer at https://fbroker.kz/products/freedombonds.

The AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of the information included in this document including the accuracy or completeness of any information or statements included in it. Liability for this document lies with the issuer of this document and other persons such as Experts whose opinions are included in this document with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which this document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorized financial advisor.

In the case of bankruptcy or default by the Issuer the investors may not recover the amounts they are entitled to and risk losing all or part of their investment, and the investors' liability might not be limited to the amount of the investment. Civil liability attaches only to those Persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

Terms defined in the Prospectus have the same meanings in these Offer Terms unless they are expressly defined herein.

Lead Manager

Freedom Finance Global PLC

Type of Securities	Guaranteed Coupon Bonds.
Issue and trading currency	Euro.
Aggregate principal amount	EUR87,935,900
Nominal Value	EUR 100 per Bond.
Number of Bonds offered	879,359 Bonds.
ISIN	KZX000004536
Guarantee	The payment of all amounts including interest and (or) principal and (or) penalty (as defined in the Prospectus) owing by the Issuer in respect of this Tranche will be unconditionally and irrevocably guaranteed by FRHC in accordance with the guarantee agreement dated 22 May 2025 (included in Schedule 1 of this document). Under the terms of the guarantee agreement, FRHC shall be jointly liable to the Bondholders for the Issuer's performance of the obligations to pay off the principal amount of the Bonds, the amount of accrued interest, fees, forfeits, penalties, fines, debt recovery-related litigation fees, caused by the Issuer's non-performance and (or) improper performance of obligations under the Bonds placed in accordance with this Offer Terms and the Prospectus. For detailed information about FRHC please see the Prospectus, 10-K annual reports and 10-Q quarterly reports of FRHC published on the AIX website and the United States Securities and Exchange Commission.
Issue Date	26 May 2025
Maturity Date	26 May 2027
Admission to listing and trading	Applications have been made for the Bonds to be admitted to the Official List and to trading on the AIX on 26 May 2025.
Coupon Payment Dates	As stipulated in the coupon calendar below.
Coupon Interest Rate	8.0% per annum, payable quarterly in arrear within 15 (fifteen) calendar days starting from the relevant Coupon Payment Date.
Offering method	Offering of the Bonds will be made through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules, and relevant AIX market notices.
Offer period opening and closing date	The Bonds can be offered during the entire period of circulation starting from the Issue Date until the Maturity Date through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules and relevant AIX market notices.
Allotment of the Bonds	There is no book-building. The settlement of the Bond's transactions executed on the AIX during the entire period of circulation period is T+2 in accordance with AIX CSD Rules.
Early redemption at the Option of the Bondholders – Put Option	N/A.
Early redemption at the Option of the Issuer – Call Option	N/A.
Estimated expenses	Estimated expenses associated with the preparation and offering of the Bonds, including listing fees, are expected to be U.S.$5,500.
Estimated net amount of proceeds	The net proceeds from the issuance are expected to amount to approximately EUR 87,931,099 after deduction of fees and expenses related to the issuance of the Bonds.

Olga Baskakova, Director
(Name, position)
/s/ Olga Baskakova (seal)
(Stamp and Signature)
22 May 2025
Date

COUPON CALENDAR

Number	Coupon period commencement date	Coupon period expiry date and Record Date (23:59:59 Astana time)	Coupon Payment Dates (the first day of the coupon interest payment period)	The last day of the coupon interest payment period	Coupon Interest Rate (per annum)
1	26-May-2025	25-Aug-2025	26-Aug-2025	9-Sep-2025	8.00%
2	26-Aug-2025	25-Nov-2025	26-Nov-2025	10-Dec-2025	8.00%
3	26-Nov-2025	25-Feb-2026	26-Feb-2026	12-Mar-2026	8.00%
4	26-Feb-2026	25-May-2026	26-May-2026	9-Jun-2026	8.00%
5	26-May-2026	25-Aug-2026	26-Aug-2026	9-Sep-2026	8.00%
6	26-Aug-2026	25-Nov-2026	26-Nov-2026	10-Dec-2026	8.00%
7	26-Nov-2026	25-Feb-2027	26-Feb-2027	12-Mar-2027	8.00%
8	26-Feb-2027	25-May-2027	26-May-2027	9-Jun-2027	8.00%

If any date for payment in respect of the Bonds is not a Business Day, the Bondholder shall not be entitled to payment until the next following Business Day nor to any coupon interest or other sum in respect of such postponed payment.

For detailed information please see clause 3.1. "Payments" of the Securities Notes section of the Prospectus.

Olga Baskakova, Director

(Name, position)

/s/ Olga Baskakova (seal)

(Stamp and Signature)

22 May 2025

Date

EXHIBIT 4.04

Freedom Finance SPC Ltd.

(Incorporated as a Special Purpose Company under the legislation of the Astana International Financial Centre)

OFFER TERMS
OF THE CNY 219,070,900 BONDS DUE 26 MAY 2027 (ISIN: KZX000004544)
ISSUED UNDER THE U.S.$1,000,000,000 PROGRAMME

The Bonds will be constituted by and have the benefit of a U.S.$1,000,000,000 Programme established by Freedom Finance SPC Ltd. valid until 31 December 2033. This document is the Offer Terms of the fifth Tranche issued under the Programme. The Bonds of this Tranche have been issued under the Programme and in accordance with the Acting Law of the Astana International Financial Centre. Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Prospectus dated 15 December 2023. This document constitutes the Offer Terms of the Bonds described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Bonds is only available on the basis of the combination of these Offer Terms and the Prospectus. The Offer Terms and the Prospectus have been published on the website of the Astana International Exchange at https://www.aix.kz via the AIX Regulatory Announcement Services and on the website of the Issuer at https://fbroker.kz/products/freedombonds.

The AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of the information included in this document including the accuracy or completeness of any information or statements included in it. Liability for this document lies with the issuer of this document and other persons such as Experts whose opinions are included in this document with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which this document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorized financial advisor.

In the case of bankruptcy or default by the Issuer the investors may not recover the amounts they are entitled to and risk losing all or part of their investment, and the investors' liability might not be limited to the amount of the investment. Civil liability attaches only to those Persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

Terms defined in the Prospectus have the same meanings in these Offer Terms unless they are expressly defined herein.

Lead Manager

Freedom Finance Global PLC

Type of Securities	Guaranteed Coupon Bonds.
Issue and trading currency	CNY.
Aggregate principal amount	CNY219,070,900
Nominal Value	CNY 100 per Bond.
Number of Bonds offered	2,190,709 Bonds.
ISIN	KZX000004544
Guarantee	The payment of all amounts including interest and (or) principal and (or) penalty (as defined in the Prospectus) owing by the Issuer in respect of this Tranche will be unconditionally and irrevocably guaranteed by FRHC in accordance with the guarantee agreement dated 22 May 2025 (included in Schedule 1 of this document). Under the terms of the guarantee agreement, FRHC shall be jointly liable to the Bondholders for the Issuer's performance of the obligations to pay off the principal amount of the Bonds, the amount of accrued interest, fees, forfeits, penalties, fines, debt recovery-related litigation fees, caused by the Issuer's non-performance and (or) improper performance of obligations under the Bonds placed in accordance with this Offer Terms and the Prospectus. For detailed information about FRHC please see the Prospectus, 10-K annual reports and 10-Q quarterly reports of FRHC published on the AIX website and the United States Securities and Exchange Commission.
Issue Date	26 May 2025
Maturity Date	26 May 2027
Admission to listing and trading	Applications have been made for the Bonds to be admitted to the Official List and to trading on the AIX on 26 May 2025.
Coupon Payment Dates	As stipulated in the coupon calendar below.
Coupon Interest Rate	9.0% per annum, payable quarterly in arrear within 15 (fifteen) calendar days starting from the relevant Coupon Payment Date.
Offering method	Offering of the Bonds will be made through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules, and relevant AIX market notices.
Offer period opening and closing date	The Bonds can be offered during the entire period of circulation starting from the Issue Date until the Maturity Date through the trading system of the AIX in accordance with the AIFC Market Rules, AIX Business Rules, AIX CSD Rules and relevant AIX market notices.
Allotment of the Bonds	There is no book-building. The settlement of the Bond's transactions executed on the AIX during the entire period of circulation period is T+2 in accordance with AIX CSD Rules.
Early redemption at the Option of the Bondholders – Put Option	N/A.
Early redemption at the Option of the Issuer – Call Option	N/A.
Estimated expenses	Estimated expenses associated with the preparation and offering of the Bonds, including listing fees, are expected to be U.S.$5,500.
Estimated net amount of proceeds	The net proceeds from the issuance are expected to amount to approximately CNY 219,030,737 after deduction of fees and expenses related to the issuance of the Bonds.

Olga Baskakova, Director
(Name, position)
/s/ Olga Baskakova (seal)
(Stamp and Signature)
22 May 2025
Date

COUPON CALENDAR

Number	Coupon period commencement date	Coupon period expiry date and Record Date (23:59:59 Astana time)	Coupon Payment Dates (the first day of the coupon interest payment period)	The last day of the coupon interest payment period	Coupon Interest Rate (per annum)
1	26-May-2025	25-Aug-2025	26-Aug-2025	9-Sep-2025	9.00%
2	26-Aug-2025	25-Nov-2025	26-Nov-2025	10-Dec-2025	9.00%
3	26-Nov-2025	25-Feb-2026	26-Feb-2026	12-Mar-2026	9.00%
4	26-Feb-2026	25-May-2026	26-May-2026	9-Jun-2026	9.00%
5	26-May-2026	25-Aug-2026	26-Aug-2026	9-Sep-2026	9.00%
6	26-Aug-2026	25-Nov-2026	26-Nov-2026	10-Dec-2026	9.00%
7	26-Nov-2026	25-Feb-2027	26-Feb-2027	12-Mar-2027	9.00%
8	26-Feb-2027	25-May-2027	26-May-2027	9-Jun-2027	9.00%

If any date for payment in respect of the Bonds is not a Business Day, the Bondholder shall not be entitled to payment until the next following Business Day nor to any coupon interest or other sum in respect of such postponed payment.

For detailed information please see clause 3.1. “Payments” of the Securities Notes section of the Prospectus.

Olga Baskakova, Director

(Name, position)

/s/ Olga Baskakova (seal)

(Stamp and Signature)

22 May 2025

Date

EXHIBIT 4.05

Certain portions of this exhibit (indicated by “[***]”) have been omitted pursuant to Item 601(a)(6) of Regulation S-K.

GUARANTEE AGREEMENT No.

Astana May 22, 2025

Freedom Holding Corp., a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada, represented by Chief Financial Officer Yevgeniy Ler, acting on the basis of By-Laws, hereinafter referred to as the "Guarantor", as the first party, and

Freedom Finance SPC Ltd., a special purpose company incorporated in accordance with the legislation of the Astana International Financial Centre (“AIFC”), represented by Director Olga Baskakova, acting under the Standard Articles, hereinafter referred to as the “Issuer” as the second party, hereinafter jointly referred to as the Parties, and separately as specified above or a Party, in favor of the Bondholder(s) of the Issuer have entered into this Guarantee Agreement (the “Agreement”) as follows.

Chapter 1. Terms and Definitions

1. The following definitions are used in this Agreement:

1) Astana International Exchange or AIX – the Astana International Exchange managed by Astana International Exchange Ltd;

2) Bonds – the bonds of the third, fourth and fifth tranches issued according to resolutions adopted by the Board of Directors of the Guarantor on 21 April 2025 under the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme in the total amount equal to U.S.$330,000,000 (three hundred thirty million), unconditionally and irrevocably guaranteed by Freedom Holding Corp. and being placed on the AIX, namely:

a) the third tranche (ISIN – KZX000004528) issued under the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme in the amount of U.S.$200,000,000 (two hundred million);
b) the fourth tranche (ISIN – KZX000004536) issued under the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme in the amount of EUR 87,935,900 (eighty-seven million nine hundred thirty-five thousand nine hundred), which is equivalent to U.S.$100,000,000 (one hundred million) at the exchange rates of the National Bank of the Republic of Kazakhstan as of 21 April 2025;
c) the fifth tranche (ISIN – KZX000004544) issued under the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme in the amount of CNY 219,070,900 (two hundred nineteen million seventy thousand eight hundred), which is equivalent to U.S.$30,000,000 (thirty million) at the exchange rates of the National Bank of the Republic of Kazakhstan as of 21 April 2025;

3) Lead Manager –Freedom Finance Global PLC that provides advisory and underwriting services to the Issuer in connection with the placement of the Bonds by the latter;

4) Offer Documents of the Bonds – the documents under the terms and conditions of which the Issuer places the Bonds on the AIX, including the Prospectus of the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme and the Offer Terms of the Bonds;

5) Third Party – an investor or the owner of the Bonds that are issued by the Issuer, and whose title to the Bonds is confirmed by an extract from the register maintained by AIX Registrar;

6) Guarantor – Freedom Holding Corp.;

7) Guarantee – the Guarantor's obligation to the Third Party on the performance of the Issuer's obligations to pay off the principal amount and the entire coupon interest on the Bonds arising from this Agreement, to the extent of the Guarantee amount;

8) Issuer – the legal entity that signs the Offer Documents of the Bonds, including the Prospectus of the Issuer’s U.S.$1,000,000,000 (one billion) Bond Programme and the Offer Terms of the Bonds, that has issued and placed the Bonds, and assumes the obligations to pay off the Bonds placed and pay the specified interest and other payments on the Bonds.

Chapter 2. Subject of the Agreement

2. Under the terms of this Agreement, the Guarantor shall be jointly liable to the Third Party for the Issuer's performance of the obligations to pay off the principal amount of the Bonds, the amount of accrued interest, fees, forfeits, penalties, fines, debt recovery-related litigation fees, caused by the Issuer's non-performance and (or) improper performance of obligations under the Bonds placed in accordance with the Offer Documents of the Bonds.

3. The Guarantor's liability to the Third Party under this Agreement shall be limited in the amount of the value of the placed Bonds under the Offer Documents of the Bonds and the coupon interest (the "Interest") accumulated on them as of the date the Third Party submits a claim to the Guarantor.

4. The amount of the Guarantor's obligations under the Guarantee shall be reduced by the amount of the claim satisfied by the Guarantor.

5. The Guarantee shall be enforced only in the event of the Issuer's non-performance and (or) improper performance of obligations to pay off the principal amount and pay the Interest on the Bonds. The procedures for the filing a claim and performance of the Guarantee shall be established by this Agreement.

Non-performance and (or) improper performance implies the occurrence of an event of default and violation of the Issuer's obligations established by the Offer Documents of the Bonds.

Chapter 3. Rights and Obligations of the Parties

6. The Guarantor is obliged to:

1) within 10 (ten) business days from the date of receipt of the claim(s) of the Third Party pay under the Guarantee to the Third Party under the terms of this Agreement.

The Guarantor has taken all necessary action and obtained all required or desirable resolutions and (or) approvals and (or) consents and (or) authorizations to enable it to perform its obligation under this Agreement and to make this Guarantee admissible in evidence in its jurisdiction of incorporation. Any such resolutions and (or) approvals and (or) consents and (or) authorizations are in force and effect.

7. The Guarantor has the right to:

1) require the Issuer to perform the obligations established by this Agreement;

2) require the Issuer, within 5 (five) business days from the date of receipt of the Guarantor's request, to provide information on the Issuer's performance of the obligations under the Bonds, including any committed violations of the Offer Documents of the Bonds;

3) require the Issuer (in the event of performance by the Guarantor of its obligations under the Guarantee) to reimburse the Guarantor in full the amount of payments made under the Guarantee, and other losses incurred in connection with the liability for the Issuer,

as well as any other rights required by the Guarantor for the proper performance of its obligations under this Agreement.

8. The Issuer is obliged to:

1) use the funds received from the placement of the Bonds in accordance with its intended purpose established in the Offer Documents of the Bonds;

2) upon request of the Lead Manager and (or) the Guarantor, provide their representatives with the opportunity to verify the intended use of the funds received from the placement of the Bonds, the Issuer's financial and operating activities on the conditions (deadline, scope) required by the Lead Manager and (or) the Guarantor;

3) within 5 (five) business days following the day of a violation of the Offer Documents of the Bonds, notify the Guarantor in writing of all such violations committed by the Issuer, including the delay in payment (return) of the principal amount and (or) interest on the Bonds, as well as of all circumstances that affect or are likely to affect the Issuer's performance of the obligations under the Bonds;

4) in the event the Third Party files claims to perform the obligations under the Bonds, take all reasonable and available measures under the current circumstances to properly perform its obligations;

5) in the event the Guarantor performs its obligations under the Guarantee, reimburse the Guarantor in full the amount of payments made by the Guarantor under the Guarantee, and (upon a relevant claim of the Guarantor) pay an interest accrued on the amount of Issuer's debt to the Guarantor from the date the Guarantor transfers the amount under the Guarantee to the Third Party, up to the date the Issuer actually returns the money to the Guarantor in the amount paid to the Third Party under the Guarantee, at the rate specified in the Offer Documents of the Bonds, as well as to reimburse for other losses incurred by the Guarantor in connection with the liability for the Issuer, in accordance with the procedure and within the deadlines specified in the Guarantor's claim. The date of the Issuer's actual return of the money to the Guarantor shall be the date when the money is credited to the Guarantor's bank account specified herein;

6) upon receipt of a written request from the Guarantor to provide information on the performance of obligations under the Bonds, including committed violations of the Offer Documents of the Bonds, within 5 (five) business days from the date of receipt thereof, provide, in writing, the Guarantor with the information specified in the request;

7) upon any changes of the bank details and (or) location, within 3 (three) business days notify the Lead Manager, the Third Party, and the Guarantor in writing and by making public disclosure to the market in accordance with the AIX Business Rules;

8) upon any changes of the bank details and (or) location, contact details of the Guarantor as soon as practicable make public disclosure to the market in accordance with the AIX Business Rules;

9) be liable to the Guarantor with all its property, in the event of non-performance and (or) improper performance of its obligations hereunder.

9. The parties hereby expressly agree that provisions of the AIFC Contract Regutations apply to this Agreement, and that the Third Party is a beneficiary of the rights pursuant to Part 10 of AIFC Contracts Regulations and shall be entitled to enforce rights under this Agreement.

The Guarantor undertakes to be jointly and severally liable with the Issuer for the full performance of the Issuer's obligations for the Bonds to the Third Parties.

Chapter 4. Guarantee Performance Procedure

10. Upon expiration of 15 (fifteen) calendar days from the relevant date of the Issuer's non-performance of the obligations to pay off the principal amount and (or) pay the interest on the Bonds, the Issuer has not performed and (or) has improperly performed the obligations to pay off the principal amount and (or) interest on the Bonds, the Third Party shall have the right to file a claim to the Guarantor.

11. The following shall be specified in the claim:

1) the Guarantee Agreement details;

2) the Issuer's name;

3) the calculation of the amount payable by the Guarantor under the Guarantee;

4) the Third Party bank details, to which money is to be credited.

12. The amount specified in the claim shall comply with the terms and conditions hereof and may not exceed the maximum Guarantee amount established herein.

13. The claim shall be sent by the Third Party to the Guarantor by registered mail or by personal delivery at the Guarantor's address specified in Chapter 10 of this Agreement.

14. A claim may be filed to the Guarantor before 6 p.m. (Astana time) of a current business day. A claim filed after 6 p.m. (Astana time) shall be deemed to have been submitted on the next business day.

15. After receipt of the claim(s) of the Third Party, the Guarantor shall notify the Issuer in writing of such claim(s) of the Third Party by sending a notice by registered mail at the Issuer's address specified in this Agreement or by personal delivery upon the Issuer's signature. When sending a notice by registered mail, the notice shall be deemed to have been received on the 3rd (third) day after the date indicated in the document issued by the post office.

16. The Guarantor shall, within 10 (ten) business days from the date of receipt of claim(s) of the Third Party, pay the Third Party the amount(s) specified in the claim(s) in accordance with the register of the Third Party provided by the Issuer. In this case, the register of the Third Party shall be maintained by Astana International Exchange Registrar Limited.

Chapter 5. Guarantee Term

17. The Guarantee shall be in effect until the Issuer's obligations under the Bonds are fully performed.

18. The Guarantee shall terminate upon the occurrence of any of the following events:

1) full repayment of the principal amount and the entire coupon interest on the Bonds secured by the Guarantee in respect of the relevant tranche;

2) expiration of the Guarantee term specified herein;

3) on the grounds stipulated by this Agreement.

Chapter 6. Responsibilities of the Parties

19. In event of late payment by the Guarantor to the Third Party of the amount specified in the claim, the Guarantor shall pay the Third Party a forfeit (penalty) of 0.01% (zero point one hundredth percent) of the overdue amount for each day of delay, but not more than 10% (ten percent) of the overdue amount.

20. In the event the Issuer is in violation of the obligations established by sub-clauses 3), 5), 6), 7) of clause 8 hereof, the Issuer shall pay the Guarantor a forfeit (penalty) in the amount of a single monthly calculation index established by the Law on the Republican Budget for the relevant fiscal year, for each day of delay.

21. The requirement to pay a forfeit is the right of a Party whose rights have been violated by a responsible Party. The filing of a written claim to pay the forfeit shall be deemed as the exercise by a Party of the right to claim payment of the forfeit. The payment of the forfeit shall not exempt a responsible Party from the proper performance of the terms and conditions of this Agreement.

Chapter 7. Force Majeure

22. Force majeure shall mean the circumstances whereby the Parties are unable to perform their obligations hereunder in full or in part (including, but not limited to, floods, earthquakes, explosions, storms, epidemics, epizootics, fires, strikes, war, rebellions, official acts of state authorities).

23. The Parties shall be exempt from the liability for non-performance or improper performance of their obligations hereunder, if the inability to perform obligations was the result of force majeure circumstances.

24. Upon the occurrence of force majeure circumstances, the Party, which is unable to perform obligations hereunder, shall in a timely manner, within 10 (ten) business days from the occurrence of force majeure circumstances, notify the other Parties thereof.

25. In the absence of a timely notice, the Party shall be obliged to reimburse the other Party for the damage caused by failure to notify or a late notice.

26. The onset of force majeure results in the extension of the Agreement term for the period while force majeure is in effect.

27. If such force majeure circumstances continue for more than 2 (two) months, the Parties shall be exempt from the liability for the improper performance of their contractual obligations.

Chapter 8. Dispute Resolution

28. The Parties shall resolve all disputes and disagreements related to the amendment, termination and execution of this Agreement through negotiations and discussions; if the Parties fail to reach an agreement as a result of negotiations, then such a dispute shall be considered by a Astana International Financial Centre Court in accordance with the AIFC Rules and Regulations.

Chapter 9. Final Provisions

29. All amendments and supplements to the Agreement shall be made in writing, duly signed by the authorized representatives of the Parties and stamped by the Parties. All amendments and supplements hereto shall be valid (1) only after prior written consent(s) of the holders of at least three-fourth in principal amount of the Bonds then outstanding has(ve) been obtained, and (2) only if they have been signed and stamped by an authorized representative of the Lead Manager, and (3) if the Issuer has timely disclosed such amendments and supplements in accordance with the AIX Business Rules.

30. The text of this Agreement and the Agreement itself do not constitute a trade secret and may be published on an Internet website available to the unlimited number of users, as part of the publication of information on the issuance of the Bonds or may be attached to the Offer Documents of the Bonds.

31. This Agreement has been made in 2 (two) identical copies in English with 1 (one) copy in English for each of the Parties, each having equal legal force.

32. This Agreement and its enforcement (including non-contractual disputes or claims) shall be governed by and construed in accordance with the Acting Law of the AIFC. The Parties consent to the exclusive jurisdiction of the AIFC Court for the purpose of any action or proceeding hereunder. For the purposes of this paragraph, “Acting Law of the AIFC” has the same meaning as defined in Article 4 of the Constitutional Statute of the Republic of Kazakhstan on the Astana International Financial Centre No. № 438-V ZRK of 7 December 2015.

33. The Offer Documents of the Bonds is an integral part of this Agreement.

Chapter 10. Legal Addresses and Bank Details of the Parties

Guarantor:

Freedom Holding Corp.

Business Address: 1930 Village Ctr. Cir. #3-6972 Las Vegas, Nevada 89134 United States

BIN 171250027366

Registered number: C32081-2004

Bank details:

Beneficiary’s account [***]

[***]

Mail address for the Third Party’s claims:

77/7, Al-Farabi ave. Esentai Tower BC, floor 3

Almaty, 050040, Republic of Kazakhstan

CFO

Yevgeniy Ler /s/ Yevgeniy Ler

(seal)

Issuer:

Freedom Finance SPC Ltd.

16, Dostyk street, integral non-residential facility No.2, Yessil district, Astana, Republic of Kazakhstan, ffspc@ffin.kz

BIN 210540900127

Bank details:

Beneficiary’s account [***]

[***]

Director

Olga Baskakova /s/ Olga Baskakova

(seal)

EXHIBIT 10.01

Certain portions of this exhibit (indicated by "[***]") have been omitted pursuant to Item 601(a)(6) of Regulation S-K.

This exhibit is an English translation of a foreign language document. The Company hereby agrees to furnish to the SEC, upon request, a copy of the foreign language document.

EMPLOYMENT AGREEMENT NO. 1

Almaty **August 21, 2023**

Private Company Freedom Telecom Holding Ltd., established in accordance with the laws of the Astana International Financial Center, BIN 230840900459, located at the address: Republic of Kazakhstan (the "RK"), Astana, Esil District, 16 Dostyk Street, 2, represented by the Representative of the sole shareholder Private Company Freedom Kazakhstan Ltd. Baskakova O.S., acting on the basis of the Charter (the "**Employer**" or the "**Company**"), on the one hand, and

FULL NAME: Akhmetov Kairat Bakibayevich
Citizenship: Kazakhstan
Address of residence (registration) and address of actual residence: [***]
Contact phone numbers:
[***]
E-mail: [***]
Identification document
ID document No. [***] issued by [***] on [***], valid until [***]
IIN RK [***]

on the other side,
hereinafter jointly referred to as the "Parties" and individually as a "Party" have entered into this employment agreement (the "Agreement") as follows:

CLAUSE 1. SUBJECT MATTER OF THE AGREEMENT

1.1. In accordance with the terms of the Agreement, the Employer employs the Employee and entrusts him/her to perform duties as **Chief Executive Director of Private Company Freedom Telecom Holding Ltd.**, with the place of work (the "**Place of Work**") of the Employer.
1.2. Place of work: City of Almaty.

CLAUSE 2. TERM OF THE AGREEMENT

2.1. T**he commencement of the Employee's employment duties** under this Agreement shall be **August 21, 2023**.
2.2. This Agreement shall be valid until **August 21, 2024** inclusive or for an indefinite term. Upon expiry of the term of this Agreement, the Parties shall be entitled to extend it for an indefinite or definite term of not less than one year.

CLAUSE 3. RIGHTS AND OBLIGATIONS OF THE PARTIES

3.1. The rights and obligations of the Parties are determined by this Agreement, acts of the Employer and collective bargaining agreement (if any), as well as the current legislation of the RK.
3.2. **The Employee shall**:
1) provide the Employer with the documents stipulated by the legislation of the RK for the conclusion of the Agreement
2) perform employment duties in accordance with agreements, this Agreement, collective bargaining agreement (if any), acts of the employer;

3) comply with labor discipline, namely, to observe and duly fulfill the obligations established by regulatory legal acts of the RK, agreements executed due to social partnership, this Agreement, collective bargaining agreement (if any), acts of the Employer, constituent documents of the Employer and applicable legislation of the RK;
4) comply with the requirements for occupational health and safety, fire safety and industrial sanitation at the workplace;
5) treat the Employer's property and use any equipment necessary and (or) given to him for the performance of his official duties with care and for the intended purpose. The Employee is obliged to compensate for the damage caused by the breach of this obligation in accordance with the procedure established by the current legislation of the RK;
6) to notify the Employer of any situation that poses a threat to life and health of people, safety of the Employer's and employees' property, as well as the occurrence of downtime;
7) The Employee acknowledges that any willful failure to comply with or gross violation of the requirements set forth in this Agreement, as well as persistent or single violations causing loss and damage to the business or property of the Employer, may result in the Employee being subject to disciplinary action by the Employer or termination of the Agreement in accordance with the applicable laws of the RK;
8) not to disclose any information constituting official, commercial or other secret protected by law, which became known to him in connection with the performance of employment duties, including to comply with the requirements of Clause 4 of the Agreement;
9) compensate the Employer for the damage caused to the Employer within the limits established by the Labor Code and the laws of the RK, as well as the Non-Competition Contract (Agreement) and other agreements signed by the Parties;
10) after completion of professional training, retraining and advanced training at the Employer's expense, to work for the Employer for the period agreed upon in the training agreement. If Employee terminates the Agreement before the term established by the training agreement at the Employee's initiative or at the Employer's initiative due to the Employee's fault, the Employee shall reimburse the Employer for the costs related to his training in proportion to the unworked period of work;
11) in case any of his personal data is changed, not later than 10 (ten) working days from the date of change, notify the Employer in writing. In case of a change of last name, the Employee shall provide the Employer with documents for the new last name (identity card, etc.) and a document confirming the grounds for the change of the last name (marriage certificate, certificate of change of last name, divorce certificate, etc.);
12) immediately notify the Employer or the organizer of works about every occupational injury and other damage to the health of workers, signs of occupational disease (intoxication), as well as about the situation that poses a threat to life and health of people;
13) notify the Employer of any disability or other deterioration of health that prevents the continuation of employment duties;
14) comply with the requirements of the state labor inspector, technical inspector for labor protection, internal control specialists and medical treatment and recovery measures prescribed by medical institutions;
15) undergo training, instruction and knowledge testing on occupational health and safety in the order determined by the Employer and stipulated by the legislation of the RK;
16) fulfill other duties provided for by the current legislation of the RK.
3.3. The Employee shall have the right to:
1) conclude, amend, supplement, terminate and rescind this Agreement in the manner prescribed by the current legislation of the RK and the Agreement
2) demand from the Employer to fulfill the terms of this Agreement, collective bargaining agreement (if any);
3) working conditions that meet safety and sanitary requirements as defined in this Agreement;
4) obtain complete and accurate information on the state of working conditions and labor protection;
5) association, including the right to form a trade union, as well as membership in it, to represent and protect their labor rights, unless otherwise provided for by the laws of the RK;
6) protect their rights and legitimate interests by all means not contrary to the law;
7) timely and full payment of wages in accordance with the terms of the Agreement, collective bargaining agreement (if any);
8) rest, including paid annual leave;
9) payment of idle time in accordance with the Labor Code of the RK;

10) participate, through their representatives, in collective bargaining and in drafting the collective bargaining agreement, and familiarize themselves with the signed collective bargaining agreement (if any);
11) compensation for damage to health caused in connection with the performance of labor duties;
12) mandatory social insurance;
13) insurance against accidents in the performance of labor (official) duties;
14) guarantees and compensation payments provided for by this Agreement and the laws of the RK;
15) equal pay for equal work without discrimination;
16) apply for the resolution of an individual labor dispute, subsequently, to a conciliation commission and a court in accordance with the procedure provided for by law;
17) being provided with individual and collective protection means in accordance with the requirements stipulated by the legislation of the RK, as well as this Agreement, collective bargaining agreement (if any);
18) resolution of individual and collective labor disputes, including the right to strike, in accordance with the procedure established by the laws of the RK;
19) providing for the protection of personal data held by the Employer;
20) a workplace equipped in accordance with health and safety requirements;
21) provision of sanitary and living premises, personal and collective protection equipment in accordance with the requirements for occupational safety and health, as well as this Agreement and collective bargaining agreements;
22) participate personally or through a representative in the inspection and consideration of issues related to the improvement of labor conditions, safety and labor protection;
23) refuse to perform work in case the Employer fails to provide the Employee with personal and (or) collective protective equipment and in the event of a situation that poses a threat to his/her health or life, with written notice to the immediate supervisor or the Employer;
24) education and professional training, necessary for safe performance of labor duties, in accordance with the procedure established by the legislation of the RK;
25) receive reliable information from the Employer about the characteristics of the workplace and the territory of the organization, the state of working conditions, safety and health protection, the existing risk of health damage, as well as measures to protect him/her from exposure to harmful and (or) dangerous industry factors;
26) to retain the average salary for the period of suspension of the organization’s work due to non-compliance with occupational health and safety requirements;
27) exercise other rights provided for by the current legislation of the RK.

3.4. The Employer shall:

1) comply with the requirements of the labor legislation of the RK, agreements in the order of social partnership, Agreement, collective bargaining agreement (if any), acts issued by the Employer;
2) upon employment, to conclude the Agreement with the Employee in accordance with the procedure and on the terms and conditions established by the Labor Code of the RK;
3) provide the Employee with the work stipulated in the Agreement;
4) familiarize the Employee with the company’s internal labor regulations, other acts of the Employer directly related to the Employee’s work (job function), and the collective bargaining agreement (if any);
5) consider the proposals of employee representatives and provide employee representatives with complete and accurate information necessary for collective bargaining, collective bargaining agreements, and monitoring their implementation;
6) conduct collective bargaining in accordance with the procedure established by the Labor Code;
7) provide the Employee with working conditions in accordance with the labor legislation of the RK, the Agreement, collective bargaining agreement (if any);
8) provide the Employee with equipment, tools, technical documentation and other means necessary for the performance of labor duties at the Employer’s own expense;
9) timely and in full pay to the Employee wages and other payments stipulated by regulatory legal acts of the RK, the Agreement, collective bargaining agreement (if any), acts of the Employer;
10) provide information to the authorized body on employment issues in accordance with the requirements of the employment legislation of the RK;
11) implement internal controls on occupational health and safety;
12) comply with the instructions of state labor inspectors;
13) suspend work if its continuation poses a threat to the life, health of the Employee and other persons;
14) carry out mandatory social insurance of the Employee and contributions for mandatory medical insurance;

15) insure the Employee against accidents in the performance of labor (service) duties;
16) provide the Employee with annual paid labor leave;
17) ensure the safekeeping and submission to the state archive of documents confirming the Employee's labor activity and information on withholding and deduction of money for his/her pension provision;
18) warn the Employee about harmful and (or) dangerous working conditions and the possibility of occupational disease;
19) take measures to prevent risks at workplaces and in technological processes, to carry out preventive work taking into account production and scientific and technical progress;
20) keep records of working hours, including overtime work, work in harmful and (or) hazardous working conditions, heavy work performed by the Employee;
21) compensate for harm caused to the life and health of an employee in the performance of his/her labor (service) duties in accordance with the Labor Code of the RK and other laws of the RK;
22) demand at employment the documents necessary for the conclusion of the Agreement in accordance with the current legislation of the RK;
23) collect, process and protect the Employee's personal data in accordance with the legislation of the RK on personal data and its protection;
24) fulfill other duties provided for by the current legislation of the RK.

3.5. The Employer has the right to:

1) freedom of choice in hiring;
2) amend, supplement, terminate the Agreement with the Employee in the manner prescribed by the laws of the RK;
3) issue, within the limits of his/her authority, acts of the Employer, including orders, instructions, regulations, provisions, labor regulations and other documents in accordance with the legislation of the RK;
4) establish and join associations for the purpose of representing and defending their rights and interests;
5) require the Employee to fulfill the terms and conditions of the Agreement, collective bargaining agreement (if any), labor regulations and other acts of the Employer;
6) provide incentives to employees, impose disciplinary penalties, and hold employees financially liable in cases and in accordance with the procedure stipulated by the Labor Code of the RK;
7) compensate for damage caused to the Employee in the performance of labor duties in accordance with the laws of the RK;
8) apply to the court in order to protect their rights and legitimate interests in the sphere of labor;
9) provide employees with professional training, retraining and professional development in accordance with the Labor Code of the RK;
10) reimbursement of its costs associated with the Employee's education in educational organizations at the Employer's direction, in accordance with the education agreement (training contract);
11) apply for the resolution of an individual labor dispute to a conciliation commission or a court in accordance with the procedure provided for by the Labor Code of the RK;
12) suspend and bring to disciplinary liability the Employee in case he/she violates the requirements for occupational safety and health in accordance with the procedure established by the Labor Code of the RK;
13) exercise other rights provided for by the current legislation of the RK.

CLAUSE 4. CONFIDENTIAL INFORMATION

4.1. **Confidential information** of the Employer is the Documentation (as defined in Clause 4.2. of the Agreement), as well as other information constituting commercial, financial, official secrets, undisclosed information, secrets and production technology, results of intellectual activity and intellectual property and copyright objects, any information about partners, information about the management structure of the Company, methods of tax planning and tax optimization, other protected information of any member of the Group of Persons (as defined in Clause 4.3. of the Agreement). Confidential Information includes, among other things, data on the identity and financial, commercial and other activities of any member of the Group of Persons, information on the Employee's job duties, the amount of his/her salary and remuneration, personal data of the employees of the Group of Persons, as well as any other information defined by the Employer as confidential and the disclosure of which may be considered by the Employer as activities detrimental to the Employer and (or) its customers, partners, or relating to commercial transactions and other matters of the Employer and (or) its clients, incudign the documents prepared by the Employee during performance of his employment (the "**Documentation**") are meant for the use by the Employer only and shall be its exclusive property.

Neither the Employer nor the members of the Group of Persons shall be required to designate the above designated information as Confidential Information in order for it to qualify as such.
4.2. **Documentation** is any records, memos, information, data, intellectual property and copyrights, electronic data carriers, films, photographs, plans, drawings, product samples, in any version and in any form (paper, electronic, other) relating to any member of the Group of Persons, including, inter alia, relating to their activities, production products, technological processes, software and program codes, information about clients and their brokerage accounts/investment portfolios, and information about their clients and their investment portfolios. The Documentation is the exclusive property of the Employer, unless it is the property of another member of the Group of Persons.
4.3. "**Group of Persons**" means: The Employer, its clients, founders, employees other than the Employee, contract counterparties, other persons related to the Employer, including related and affiliated legal entities and individuals defined in accordance with the laws of the RK.
4.4. The **use of Confidential Information** includes: any use, practical application, study, disclosure, transfer, disclosure, publication of Confidential Information (any part thereof) by the Employee, granting access to Confidential Information (any part thereof) by the Employee to persons other than the respective right holder, personal use, other acts and omissions on the part of the Employee that may result in violation of the legitimate interests of any member of the Group of Persons with respect to Confidential Information.
4.5. The Employee is obliged to keep Confidential Information secret and may not use the Confidential Information in any way, except in cases: when it is used for official purposes in the interests of the Employer and when disclosure of Confidential Information is mandatory for the Employee at the request of the authorized state bodies of the RK or the court in accordance with the legislation of the RK. The Employee shall immediately notify the Employer of the need for disclosure and of any disclosure of Confidential Information.
4.6 Employees may not take the Documentation outside the Employer's office and use the Confidential Information, including sending it by e-mail and copying it to any media, using facsimile transmission, etc., or otherwise allow its disclosure and/or distribution without the Employer's authorization.
4.7. In the event of termination of the Agreement and the employment relationship for any reason, the Employee undertakes to deliver (provide) to the Employer immediately and without delay within 2 (two) days all Documentation and other property belonging to the Employer, its affiliates, which is in the Employee's possession or under his control, and he shall not retain copies of these documents.
4.8. In case of breach of the requirements set forth in Clause 4 of the Agreement, the Employee shall be liable in full (including compensation of losses) in accordance with the applicable laws of the RK.

CLAUSE 5. INTELLECTUAL PROPERTY

5.1. All proprietary (exclusive) rights of the Employee to intellectual property objects (hereinafter referred to as "**Service Work**") created by the Employee in the performance of official duties or official assignment of the Employer shall belong to the Employer in accordance with the laws of the RK and international treaties. The right to open access to the work to an indefinite number of persons (right to publicize) for works created in the performance of official duties or official assignment of the Employer shall belong to the Employer. The Employer has the right to revoke the earlier decision to publicize the work (right of revocation).
5.2. The right to obtain any protection document for intellectual property objects and copyrights, including innovative patent, patent, certificate of trademark registration or certificate of state registration of copyright (the "**Protection Document**"), created by the Employee, not related to the performance of his/her official duties or a specific assignment received from the Employer, but using information, as well as material, technical and other means of the Employer, shall belong to the Employer.
5.3. The Employer owns property (exclusive) rights to use the Service Work in any form and by any means, which means the right to carry out, authorize or prohibit the implementation of any actions contrary to the legislative acts of the RK, international treaties, including:
1) to reproduce the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] (right of reproduction);
2) distribute the original or copies of the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] in any way: sell, exchange, rent (lease), perform other operations, including in an open information and communication network (right of distribution);
3) import copies of the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] for distribution purposes (import right);

4) publicly display the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] (right of public display);
5) make the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] available to the public (right to make it available to the public);
6) publicly communicate the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] to the public (communicate the Service Work to the public), including broadcasting or cablecasting (right of public communication);
7)to broadcast the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,], including the first and (or) subsequent broadcasting for public information (the right to broadcast);
8) communicate the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] by cable, including the first and (or) subsequent cable communication to the public (the right to cable communication);
9) remake, use the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,] as a basis for creating other images and/or volumetric and spatial forms or otherwise rework the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement,]. Processing shall mean, including but not limited to, the creation of a derivative work (processing and the like) (right of processing).:
10) dispose of and/or encumber by any means the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement];
11) perform other actions not contrary to the applicable law.
The exclusive right implies the right of the Employer to use the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] in any way it sees fit, as well as to authorize third parties to use the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] or to assign the right to the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] during the entire term of the exclusive right to the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] on the territory of any country of the world where the exclusive right to the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] is protected.
5.4. The Employee hereby agrees that the salary paid in accordance with this Agreement shall be the proper and exclusive author remuneration of the Employee for the Service Work [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement].
5.5. The Employee shall transfer to the Employer the Service Work (intellectual property object) [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] created in the course of performance of his/her official duties or official assignment of the Employer [and/or the object of intellectual property provided for in Clause 5.2 of the Agreement] under the transfer and acceptance act or within the framework of official correspondence or saving the working file on the material and technical base of the Employer or its agents providing information and technical services to the Employer and/or the companies of its corporate group.
5.6. The Employee shall not without a consent of the Employer to use the products (source code, schemes, models and other) that he developed during the effective term of the Agreement.
The Employer has the right, in any use of the Service Work, to indicate its name as the owner of the intellectual property right. The Employee agrees that when the Employer uses the Service Work, the Employee's name as the author of the Service Work will not be indicated or require such indication.
Clause 5 shall survive the termination of this Agreement and the termination of the Employee’s employment.

CLAUSE 6. BUSINESS TRIPS AND TRANSFERS

6.1. The Employee acknowledges that he/she may from time to time be seconded to other regions of the Republic of Kazakhstan and beyond on the Employer’s business and in the Employer’s interests to perform the duties arising from this Agreement to the extent permitted by the laws of the Republic of Kazakhstan.
6.2. In case the Employee is seconded to another location, the Employer shall compensate the Employee:
1) per diem for calendar days on a business trip, including travel time;
2) travel expenses to and from the place of destination;
3) the cost of renting residential premises;
4) other expenses provided for in a separate agreement with the Employer.
6.3. Upon the Employee’s consent, the Employee may be transferred to another job, including:

1) change of the Employee’s labor function, i.e. performance of work in another position, specialty, profession, qualification;
2) assignment of work, in the performance of which the labor conditions (amount of wages, working hours and rest time, benefits and other conditions) stipulated by this Agreement are changed;
3) transfer to a separate structural subdivision of the Employer, namely a branch or representative office;
4) transfer to another location together with the Employer.
6.4. If necessary, in accordance with the requirements of the current legislation of the RK, the transfer of the Employee to another job is formalized by making appropriate amendments to this Agreement and by an act of the Employer.
6.5. The transfer of the Employee to another workplace or to another structural subdivision of the Employer in the same area within the same position, specialty, profession, qualification stipulated by this Agreement shall not be a transfer to another job and does not require the Employee’s prior consent.

CLAUSE 7. LABOR CONDITIONS AND SAFETY. INSURANCE

7.1.The work assigned to the Employee under the Agreement shall not be classified as heavy work, work with harmful, especially harmful or hazardous working conditions.
7.2.The Employee shall not be allowed to work independently until he/she has undergone preliminary training, internship, instructing, knowledge testing and other mandatory formalities (if any are required by the laws of the RK for the Employee’s admission to work) on occupational health and safety issues. Until that moment the Employee is not entitled to perform work independently.
7.3.The Employer undertakes to create for the Employee sanitary and hygienic conditions stipulated by the legislation of the RK, as well as other conditions agreed upon by the Parties for the Employee to perform the labor function stipulated by the Agreement.
7.4.The Employer shall provide the Employee with a workplace in the Employer’s workplace, located at the place of work determined by the Agreement, equipped in accordance with the safety and labor protection requirements. At the first request of the Employer and within the period set by the Employer, the Employee undertakes to immediately return to the Employer the property received from the Employer.
7.5.The Employer’s liability for damage caused to the Employee’s life and health in the performance of his/her labor duties (total or partial disability) is subject to insurance in accordance with the current legislation of the RK. The Employer is obliged to reimburse the Employee for the difference between the sum insured and the actual amount of damage. In the absence of insurance indemnity payments to the Employee, the Employer is obliged to compensate him/her for the damage in the manner and on the terms stipulated by the current legislation of the RK.
7.6.Insurance of civil liability of the Employer for causing harm to the life and health of the Employee in the performance of his/her labor (service) duties shall be carried out in the manner and on the terms provided for by the current legislation of the RK.

CLAUSE 8. PAYMENT FOR WORK

8.1.For the work performed, the Employer undertakes to pay the Employee who has worked the full monthly working hours and fulfilled the labor norms (labour duties) a salary in the amount specified in Annex 1 to this Agreement in accordance with the procedure established by the Employer’s acts. The Employer shall withhold from the Employee’s wages and transfer to the budget income tax and other necessary taxes (if such are subject to withholding on legal grounds), withheld at source, mandatory pension contributions and other deductions in accordance with the current legislation of the RK.
8.2.Wages shall be paid to the Employee by the tenth (10th) day of the month following the month worked. If the day of payment of wages coincides with a weekend or public holiday, the payment shall be made on the day before it. The Employer is entitled to pay the wages to the Employee earlier than the established date, including by dividing the total amount of wages into several parts paid on different days, but not later than the deadline established by the Agreement.
8.3.The method and place of payment of wages and other payments to the Employee are determined by the Employer. At the decision of the Employer, payments to the Employee may be made in cash or by transferring money to the Employee’s bank account (card or other account).
8.4.In order to increase the Employee’s interest in improving the efficiency of production and the quality of work performed, the Employer has the right to introduce bonus systems and other forms of labor incentives, as well as has

the right, at its discretion, to pay to the Employee one-time incentive payments in accordance with the procedure and on the terms stipulated by the Employer's acts.
8.5.For work on weekends and holidays, the Employee shall, at his/her request, be given another day of rest or shall be paid at one and one-half times the daily (hourly) rate of the Employee.
8.6.Upon termination of the Agreement, payment of amounts due to the Employee shall be made no later than three working days after termination.

CLAUSE 9. WORKING HOURS AND REST PERIODS

9.1. The employee shall be assigned a five-day work week with a daily working time of eight (8) hours, totaling forty (40) working hours per week.
9.2. A 5-day working week with 2 days off is established for the Employee. In case of industrial necessity, conditioned by the work schedule of the Workplace, the Employee may be engaged in overtime work, work on holidays and weekends in accordance with the procedure and on the terms stipulated by the current legislation of the Republic of Kazakhstan.
9.3. The Employee may apply for permission to work a modified schedule in accordance with the production necessity and taking into account the social and personal needs of the Employee. The Employer reserves the right in the future to establish shifts, division of daily working hours into parts, flexible working hours, other working days and hours or otherwise change working hours in accordance with the laws of the RK. If necessary, the shift schedule of employees shall be established by an act of the Employer.
9.4. The working hours, rest time, work schedule and break time for the Employee shall be set as follows: a normal working day shall last from 09.00 to 18.00 with a break from 13.00 to 14.00 for rest and meals.
9.5. The current legislation of the RK applies to the duration of rest between working days, weekends and official holidays.
9.6. The Employer guarantees to the Employee a paid annual labor leave (the "Labor Leave") of twenty-eight (28) calendar days with retention of the place of work, position and average salary.
9.7. Paid annual labor leave is granted to the Employee in accordance with the vacation schedule, which is annually approved by the Employer. Paid annual labor leave may be granted in parts, and one part of the paid annual labor leave shall not be less than two calendar weeks, taking into account industrial necessity. Notice of intent to take regular annual leave must be given by the Employee in writing. Paid annual labor leave shall be granted to the Employee for the first and subsequent years of employment by agreement of the Parties at any time of the working year.
9.8. The Labor Leave may be interrupted by the Employer only with the Employee's written consent. The Employee's refusal of the Employer's offer is not a violation of labor discipline.
9.9. The unused part of the paid annual labor leave due to recall shall, upon agreement of the Parties to the Agreement, shall be granted during the current year or in the next working year at any time or shall be joined to the paid annual labor leave for the next working year.
9.10. It is forbidden not to grant the Labor Leave for 2 (two) consecutive years. In order to comply with this legal requirement, if the Employee fails to agree with the Employee on the order of granting a particular Labor Leave in full or in part, the Employer may grant such Labor Leave (part thereof) to the Employee by its order unilaterally, having familiarized the Employee with the order.
9.11. At the Employee's request, he/she may be granted unpaid leave for a duration determined by agreement of the Parties.
9.12. Based on the Employee's written application, the Employer shall grant a leave of absence without pay of up to five (5) calendar days if the event of:
1) registration of the Employee's marriage;
2) birth of the Employee's child;
3) death of the Employee's immediate family members;
4) in other cases stipulated by the collective bargaining agreement (if any).
9.13. Provision of social leave to the Employee in connection with the birth of a child (children), adoption of a newborn child (children) is carried out under the conditions stipulated by the legislation of the RK.

CLAUSE 10. REGIME OF GUARANTEES AND COMPENSATIONS. SOCIAL BENEFITS

10.1. The Employer shall pay compensation to the Employee in the amount and in cases stipulated by the current legislation of the RK (including compensation upon termination of this Agreement; compensation for unused

vacation, for work on holidays and weekends, compensation for travel expenses and other compensation stipulated by the legislation of the RK). In cases when the amount of such compensations is not determined by the norms of the current legislation of the RK, the amount of compensations shall be determined by an additional agreement of the Parties.
10.2. Compensation for unused vacation or part thereof, as well as compensation for work on holidays and weekends may be replaced by the provision of other days of rest at the Employee's request.
10.3. By additional agreement of the parties, when the Employee uses personal property in the interests of the Employer and with his/her consent, the Employer shall make compensation payment for the use, depreciation (amortization) of tools, personal vehicles, other technical means and expenses for their operation.
10.4. The Employer shall make compensatory payments for loss of work in the amount of the average monthly salary in the following cases: 1) when the Agreement is terminated at the initiative of the Employer in case of liquidation of the Employer as a legal entity; 2) when the Agreement is terminated at the initiative of the Employer in case of reduction in number or staff of employees; 3) when the Agreement is terminated at the initiative of the Employee in case of non-fulfillment of the terms and conditions of the employment agreement by the Employer.
10.5. The Employer is obliged to pay the Employee social benefits for temporary incapacity for work at the Employer's expense.
10.6. The basis for payment of social benefits for temporary incapacity for work are certificates of incapacity for work issued in accordance with the procedure approved by the authorized body in the field of health care.
10.7. Social benefits for temporary disability shall be paid to the Employee from the first day of disability until the day of restoration of the ability to work or until the establishment of disability in accordance with the legislation of the RK.
10.8. The amount of social benefits for temporary disability is determined by the Government of the RK, the procedure for appointment and payment is determined by the authorized state labor authority.

CLAUSE 11. EMPLOYEE'S PERSONAL DATA

11.1. The Employer shall process (receive, store, transfer) the Employee's personal data in accordance with the procedure stipulated by this Agreement and the current legislation of the RK. At the same time, personal data within the framework of labor relations between the Employee and the Employer shall mean information about the Employee necessary for the emergence, continuation and termination of labor relations, including, but not limited to: data contained in registration, records and other documents identifying the Employee's identity; education, qualifications, specialty; property, social and official status of the Employee; place of residence of the Employee; the Employee's attitude to religion, political beliefs, belonging to a clan or class, public associations, military service, work experience and places of previous employment, the Employee's personal and business skills (personal and family life, including personal data of the Employee's family members), other data that by virtue of the agreement of the parties or the legislation of the RK considered as the Employee's personal data.
11.2. When processing Employee's personal data, the Employer shall comply with the following requirements:
1) processing of Employee's personal data is carried out in order to ensure compliance with the regulatory legal acts of the RK, to assist the Employee in employment, training and promotion, to ensure personal safety of the Employee;
2) the scope and content of the Employee's personal data processed shall be determined in accordance with this Agreement, the Employer's internal documents and the laws of the RK;
3) personal data shall be submitted to the Employer personally by the Employee.
11.3. The Employer shall not have the right to demand from the Employee information about his/her political, religious and other beliefs, private life, membership or activity in public associations, including trade unions.
11.4. When making decisions affecting the interests of the Employee, the Employer may not base its decisions on the Employee's personal data obtained as a result of automated processing or by electronic means.
11.5. Protection of the Employee's personal data shall be provided by the Employer in accordance with the procedure established by the legislation of the RK.
11.6. The order of storage of personal data of the Employee in the Company is established by the relevant act of the Employer in compliance with the requirements established by the legislation of the RK. The Employee shall be familiarized with the Employer's act establishing the procedure for storage of the Employee's personal data.
11.7. In order to ensure the protection of personal data held by the Employer, the Employee has the right to:
1) free access to his/her personal data, including the right to receive copies of records containing the Employee's personal data, except for cases provided for by the legislation of the RK;

2) exclusion or correction of incorrect or incomplete personal data, as well as data processed in violation of the requirements of the legislation of the RK;
3) require the Employer to notify the persons to whom incorrect or incomplete personal data of the Employee was previously communicated of the corrections made therein;
4) appeal to the court against the Employer's actions (inaction) in processing the Employee's personal data.

CLAUSE 12. LIABILITY OF THE PARTIES

12.1. For improper fulfillment of obligations stipulated by this Agreement the Parties shall be liable in accordance with the current legislation of the RK.

CLAUSE 13. TERMINATION AND RESCISSION OF THE AGREEMENT

13.1. This Agreement may be terminated in accordance with the procedure stipulated by the current legislation of the RK on the following grounds:
1) by agreement of the Parties;
2) due to the expiration of the Agreement;
3) on the Employer's initiative;
4) in connection with the Employee's transfer to another employer;
5) at the initiative of the Employee;
6) in the event of circumstances beyond the control of the Parties;
7) in case of the Employee's refusal to continue the employment relationship;
8) in case of the Employee's transition to an elective job (position) or appointment to a position that excludes the possibility of continuing labor relations, except as provided for by the legislation of the RK;
9) in case of breach of the terms for conclusion of the Agreement.
13.2. A Party to the Agreement, which has expressed a desire to terminate the Agreement by agreement of the Parties, shall send a written notice to the other Party. The Party receiving such notice shall be obliged to inform the other Party in writing of the decision made within 3 (three) working days. The date of termination of the Agreement by agreement of the Parties shall be determined by agreement between the Employee and the Employer. The Agreement may be terminated by the Employer without complying with the requirements of this subparagraph with a compensation payment in the amount of one average salary.
13.3. This Agreement may be unilaterally terminated at the initiative of the Employer on the following grounds:
1) liquidation of the Employer;
2) reduction in the number or staff of employees;
3) decrease in the volume of production, work performed and services rendered, resulting in deterioration of the Employer's economic condition;
4) inconsistency of the Employee with the position held or work performed due to insufficient qualification confirmed by the results of attestation;
5) incompatibility of the Employee with the position held or work performed due to a health condition that prevents the Employee from continuing this work;
6) the Employee's absence from work without a valid excuse for three or more consecutive hours in one working day (working shift);
7) the Employee's presence at work in a state of alcoholic, narcotic, psychotropic, toxicomaniacal intoxication (their analogs), including in cases of consumption during the working day of substances causing a state of alcoholic, narcotic, toxicomaniacal intoxication (their analogs);
8) refusal to undergo medical examination to establish the fact of use of substances causing the state of alcoholic, narcotic, toxicomaniacal intoxication, confirmed by the relevant act;
9) violation of labor protection or fire safety rules by the Employee, which has caused or could have caused serious consequences, including occupational injuries and accidents;
10) theft (including petty theft) of other people's property, willful destruction or damage of property, established by an enforceable court sentence or ruling;
11) committing culpable acts or omissions by the Employee servicing cash or commodity values, if such acts or omissions give grounds for loss of trust in him/her on the part of the Employer;
12) disclosure by the Employee of information constituting confidential information and other secrets protected by law, which became known to him/her in connection with the performance of labor duties;

13) repeated non-performance or improper performance of labor duties by the Employee without valid reasons, if he/she has a disciplinary penalty;
14) submission by the Employee to the Employer of knowingly false documents or information when concluding this Agreement, if the true documents or information could have been grounds for refusal to conclude the Agreement;
15) the Employee's absence from work for more than two consecutive months due to temporary disability, except for cases when the Employee is on maternity leave, or if the disease is included in the list of diseases for which a longer period of disability is established, approved by the authorized state body in the field of health care;
16) the Employee has committed a corruption offense, which, in accordance with a judicial act, excludes the possibility of further employment;
17) the Employee reaches the retirement age established by the Law of the RK "On Pension Provision in the RK", with the right to annually extend the term of the employment agreement by mutual agreement of the parties;
18) the Employee's absence from work for more than one month for reasons unknown to the Employer.
13.4. In case of termination of the Agreement at the initiative of the Employee, the Employee shall notify the Employer in writing at least one month in advance. With the Employer's written consent, the termination of the employment Agreement may be made before the expiry of the notice period.
13.5. In case of termination of the Agreement on the grounds stipulated in subclauses 2) and 3) of Clause 13.3, the Employer shall notify the Employee in writing of the termination of the Agreement at least one month in advance. With the Employee's written consent, the Agreement may be terminated before the expiration of the notice period. By agreement of the parties, the notice period may be replaced by payment of wages proportional to the unworked period.
13.6. Termination of the Agreement shall be formalized by an act of the Employer, which specifies the grounds for termination of the Agreement in accordance with the laws of the RK. A copy of the Employer's act on the termination of the Agreement shall be handed to the Employee or sent to him/her by letter with a notice within three days.
13.7. The date of termination of the Agreement shall be the last day of work, except for cases stipulated by the legislation of the RK. On the day of termination of the Agreement, the Employer is obliged to issue a labor book or other document confirming the employment of the Employee.

CLAUSE 14. LABOR DISPUTES

14.1. Individual labor disputes are considered by conciliation commissions, and in case of unresolved issues or failure to implement the decision of the conciliation commission - by courts.
14.2 The dispute is considered in the presence of the applicant and (or) his authorized representative within the limits of delegated powers in accordance with normative legal acts of the RK.
14.3 The conciliation commission shall be obliged to consider the dispute within fifteen working days from the date of registration of the application and issue copies of the decision to the parties to the dispute within three days from the date of its adoption.
14.4. The decision of the conciliation commission is subject to execution within the term established by it, except for the dispute on reinstatement on the job.
14.5 If the Employee or the Employer fails to fulfill the decision of the conciliation commission within the established term, the Employee or the Employer shall have the right to appeal to the court.

CLAUSE 15. AGREEMENT MODIFICATION

15.1. Amendments and additions to this Agreement, including transfer to another job, shall be made by the Parties in writing in the form of an additional agreement.
15.2. The notice on change of the Agreement conditions shall be submitted by one of the parties and considered by the other party within five working days from the date of its submission. The party that has received a notice of change in the terms and conditions of this Agreement, including transfer to another job, shall be obliged to notify the other party of the decision within the term set forth in this Clause.
15.3. In connection with changes related to reorganization or changes in economic, technological conditions, conditions of labor organization and (or) reduction in the scope of work at the Employer, it is allowed to change the working conditions of the Employee when he/she continues to work in accordance with his/her specialty or profession, corresponding qualification.

CLAUSE 16. OTHER CONDITIONS

16.1. Other issues not governed by this Agreement shall be settled on the basis of the current legislation of the RK.
16.2. The invalidation of this Agreement through the fault of the Employer shall not entail the loss of the Employee's right to wages, compensation for unused days of paid annual leave, other payments and benefits. The invalidation of individual provisions of the Agreement shall not entail invalidity of the entire Agreement.
16.3. In case of change of the Company's name, change of the owner of the Company's shares, reorganization of the Company, employment relations with the Employee shall continue unchanged.
16.4. This Agreement is made in two copies: in two copies in the Russian and Kazakh languages having equal legal force, one copy for each of the Parties.

CLAUSE 17. SIGNATURES OF THE PARTIES

EMPLOYER	EMPLOYEE
PRIVATE COMPANY FREEDOM TELECOM HOLDING LTD.	**Akhmetov Kairat Bakibayevich**
REPRESENTATIVE OF THE SOLE SHAREHOLDER PRIVATE COMPANY FREEDOM KAZAKHSTAN LTD. BASKAKOVA O.S.	/s/ Akhmetov Kairat Bakibayevich Full name in words, signature
/s/ Baskakova O.S. (seal)	
Second copy of the Agreement received	/s/ Akhmetov Kairat Bakibayevich Full name in words, signature

Annex 1
to the Employment Agreement
No. 1 dated August 21, 2023

1. The Employer sets the Employee's salary as follows:
The monthly salary of the Employee shall be **18,470,000 (eighteen million four hundred seventy thousand)** Tenge (excluding contributions for mandatory social medical insurance, mandatory pension contributions to the accumulative pension fund and individual income tax and other mandatory payments at the rates to the budget in the manner determined by the legislation of the Republic of Kazakhstan).

EMPLOYER: PRIVATE COMPANY FREEDOM TELECOM HOLDING LTD.	**EMPLOYEE:**
______________________ *Name*	**/Akhmetov K. B./**
REPRESENTATIVE OF THE SOLE SHAREHOLDER PRIVATE COMPANY FREEDOM KAZAKHSTAN LTD. BASKAKOVA O.S.	
______________________ *Name of manager*	
/s/ Baskakova O.S. (seal) (Signature, place for stamp)	/s/ Akhmetov K. B, (Signature)

Annex No. 2
to the Employment Agreement
No. 1 dated August 21, 2023

OBLIGATION
on non-disclosure of confidential information

City of Astana **August 21, 2023**

I, **Kairat Bakibayevich Akhmetov**, being an employee of PC Freedom Telecom Holding Ltd., undertake to:
1.During the period of work not to disclose confidential information, which will be entrusted or become known to me in the performance of my labor duties, as well as within three years from the date of termination (rescission) of the employment agreement with PC Freedom Telecom Holding LTD.
2. Not to transfer without the consent of PC Freedom Telecom Holding Ltd. to third parties and not to publicly disclose information that is confidential information, except in cases when the transfer of such information is part of the job duties of the employee or provided for in the contract between this person and PC Freedom Telecom Holding Ltd. or authorized in the manner defined by the internal regulatory documents of the Company.
3. In case of an attempt by unauthorized persons to obtain confidential information, immediately inform the management of PC Freedom Telecom Holding Ltd.
4. Maintain trade secrets of persons and organizations with whom PC Freedom Telecom Holding Ltd. has business relations.
5. Not to use knowledge of information that is confidential information to engage in any activity that, as a competitive action, may harm PC Freedom Telecom Holding Ltd. and/or its customers or counterparties.
6. Not to communicate orally or in writing to anyone, the information constituting confidential information of Special Purpose Company PC Freedom Telecom Holding Ltd.
7. Immediately notify the management of PC Freedom Telecom Holding Ltd. of the loss or shortage of media with information that is confidential information, certificates, passes, keys to premises, vaults, safes (metal cabinets), seals, stamps and other facts that may lead to the disclosure of information that is confidential information, as well as the causes and conditions of the possible leakage of such information.
8. To fulfill the requirements of the internal normative and administrative documents of PC Freedom Telecom Holding Ltd. on ensuring the safety of data that is confidential information.
9. In the event of termination of employment relationship, to ensure the transfer to the authorized persons of PC Freedom Telecom Holding Ltd. of all media with information that is confidential information, which were at my disposal in connection with the performance of my official duties.
10. Not to disclose or use for myself or third parties the information related to confidential information in case of termination of employment.
11. Not to disclose and not to use for myself or other persons the information I have obtained during my employment with PC Freedom Telecom Holding Ltd., which is confidential information for a period of 3 (three) years from the date of termination of my employment.

I acknowledge that the personal computers (desktop and laptop computers), tablet devices, cell phones, other technical devices with the ability to access the Internet, as well as personal e-mail addresses created by the employer for the employees shall be used exclusively for receiving and transmitting information of work-related nature. And I agree that the use of the above means for personal purposes is not permitted.

I acknowledge and have been warned that the employer has the right to access information about the web pages I have viewed on the Internet, as well as the content of messages (e-mails) sent and received via e-mail using the corporate resources of PC Freedom Telecom Holding Ltd. Exercise of such right is possible for the purpose of control over: the justification of the use of the Internet, the conformity of these actions to the industrial necessity; the compliance of the employee in communication with counterparties the ethical norms adopted in PC Freedom Telecom Holding Ltd.; the absence of confidential information in the sent messages, etc.

I, **Akhmetov Kairat Bakibaevich**, **Director**, having read the Information Security Guide (the "Guide"), agree with the standards established by the Guide and undertake to comply with and be guided by the Guide in my professional activities.

I am aware that violation of the Regulations and the Guide may entail disciplinary, criminal, administrative, civil or other liability provided for by the current legislation of the Republic of Kazakhstan, in the form of a disciplinary sanction, the obligation to compensate for damage to PC Freedom Telecom Holding Ltd. (losses, lost profits and moral damage) and other measures provided for by the legislation of the Republic of Kazakhstan.

Instructed /s/ Akhmetov K.B. Akhmetov K.B.
(signature) (initials, last name)

EXHIBIT 10.02

SECRETARY'S CERTIFICATE

The undersigned, Jason Kerr, hereby certifies that he is the duly appointed Acting Secretary of Freedom Holding Corp., a Nevada Corporation (hereinafter the "**Corporation**") and that, as such, he is duly authorized to execute and deliver this Secretary's Certificate (hereinafter the "**Certificate**") on behalf of the Corporation, and he hereby further certifies on behalf of the Corporation that the following resolutions were duly adopted by the Board of Directors (hereinafter the “**Board**”) of the Corporation on 27 January 2025:

WHEREAS, the Corporate Secretary of the Corporation, Mr. Adam Cook, has expressed his intention to resign and turn over his duties as Corporate Secretary of the Corporation; and;

WHEREAS, Mr. Adam Cook’s last day of work as Corporate Secretary of the Corporation is January 31, 2025;

NOW, THEREFORE, IT IS HEREBY

RESOLVED that the Corporation hereby accepts the resignation of Mr. Adam Cook, the current Corporate Secretary of the Company, effective as of January 31, 2025 and thanks Mr. Cook for his service and contributions to the Corporation;

FURTHER RESOLVED that the Corporation hereby authorizes Chief Legal Officer, Mr. Jason Kerr, to act on behalf of the Company for a period of one month approximately, beginning from February 1, 2025 and ending on the date of the next scheduled Board meeting. Mr. Jason Kerr will have full authority to perform all legal duties and responsibilities typically handled by the Corporate Secretary of the Corporation during this period.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate on behalf of the Corporation as of this 27 day of January, 2025.

FREEDOM HOLDING CORP.

____

/s/ Jason Kerr (seal)

Jason Kerr, Acting Secretary

EXHIBIT 10.03

Restricted Stock Award Agreement
Freedom Holding Corp. 2019 Equity Incentive Plan

This Restricted Stock Award Agreement (this "**Agreement**") is made and entered into as of July 9, 2025, (the "**Grant Date**") by and between Freedom Holding Corp., a Nevada corporation (the "**Company**") and Askar Tashtitov (the "**Grantee**").

WHEREAS, the Company has adopted the Freedom Holding Corp. 2019 Equity Incentive Plan (as may be amended from time to time, the "**Plan**") pursuant to which awards of Restricted Stock may be granted; and

WHEREAS, the Committee has determined that it is in the best interests of the Company and its shareholders to grant the award of Restricted Stock provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Grant of Restricted Stock. Pursuant to Section 7.2 of the Plan, the Company hereby issues to the Grantee on the Grant Date a Restricted Stock Award consisting of, in the aggregate, **5,691** shares of Common Stock of the Company (the "**Restricted Stock**"), on the terms and conditions and subject to the restrictions set forth in this Agreement and the Plan. Capitalized terms that are used but not defined herein have the meaning ascribed to them in the Plan.

2. Consideration. The grant of the Restricted Stock is made in consideration of the services to be rendered by the Grantee to the Company.

3. Restricted Period; Vesting.

3.1. Except as otherwise provided herein, provided that the Grantee remains in Continuous Service through the date on which the Grantee executes this Agreement (the "**Vesting Date**") 100% of the Restricted Stock shall become vested on the Vesting Date. The period over which the Restricted Stock vests is referred to as the "**Restricted Period**".

3.2. Notwithstanding Section 3.1, if the Grantee's Continuous Service terminates for any reason at any time before all of the Grantee's Restricted Stock has vested, the Grantee's unvested Restricted Stock shall be automatically forfeited upon such termination of Continuous Service, and neither the Company nor any Affiliate shall have any further obligations to the Grantee under this Agreement, unless otherwise determined by the Committee.

3.3. Unless otherwise determined by the Committee, a Change in Control shall have no effect on the Restricted Stock. For the avoidance of doubt, the vesting described in Section 12.1 of the Plan shall not apply to the Restricted Stock.

4. Restrictions. Subject to any exceptions set forth in this Agreement or the Plan, during the Restricted Period, the Restricted Stock and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Grantee. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Restricted Stock or the rights relating thereto during the Restricted Period shall be wholly ineffective and, if any such attempt is made, the Restricted Stock will be forfeited by the Grantee and all of the Grantee's rights to such shares shall immediately terminate without any payment or consideration by the Company.

5. Rights as Shareholder; Dividends.

5.1. The Grantee shall be the record owner of the Restricted Stock until the shares of Common Stock are sold or otherwise disposed of, and shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the right to vote such shares and receive all dividends or other distributions paid with respect to such shares. Notwithstanding the foregoing, any dividends or other distributions paid or accrued with respect to the Restricted Stock shall be subject to the same restrictions on transferability as the shares of Restricted Stock to which they relate during the Restricted Period and shall be withheld by the Company for the Grantee's account. The cash dividends or stock dividends so withheld by the Committee shall be distributed to the Grantee in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of such dividends, if applicable, upon the release of restrictions on the shares of Restricted Stock to which they relate, and if such shares of Restricted Stock are forfeited, the Participant shall have no right to such dividends.

5.2. If the Grantee forfeits any rights the Grantee has under this Agreement in accordance with Section 3, the Grantee shall, on the date of such forfeiture, no longer have any rights as a shareholder with respect to the Restricted Stock forfeited and shall no longer be entitled to vote or receive dividends on such shares.

6. No Right to Continued Service. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any position, as an Employee, Consultant or Director of the Company. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee's Continuous Service at any time, with or without Cause.

7. Adjustments. If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the shares of Common Stock shall be adjusted or terminated in any manner as contemplated by Section 11 of the Plan.

8. Tax Liability and Withholding.

8.1. The Grantee shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to the Grantee pursuant to the Plan, the amount of any required withholding taxes in respect of the Restricted Stock and to take all such other action as the Committee deems necessary to satisfy all obligations for the payment of such withholding taxes. In its discretion, the Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(a) tendering a cash payment;

(b) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to the Grantee as a result of the vesting of the Restricted Stock; provided, however, that no shares of Common Stock shall be withheld with a value exceeding the maximum amount of tax required to be withheld by law; or

(c) delivering to the Company previously owned and unencumbered shares of Common Stock.

8.2. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("**Tax-Related Items**"), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant or vesting of the Restricted Stock or the subsequent sale of any shares; and (b) does not commit to structure the Restricted Stock to reduce or eliminate the Grantee's liability for Tax-Related Items.

9. Section 83(b) Election. The Grantee may make an election under Code Section 83(b) (a "**Section 83(b) Election**") with respect to the Restricted Stock. Any such election must be made within thirty (30) days after the Grant Date. If the Grantee elects to make a Section 83(b) Election, the Grantee shall provide the Company with a copy of an executed version and satisfactory evidence of the filing of the executed Section 83(b) Election with the US Internal Revenue Service. The Grantee agrees to assume full responsibility for ensuring that the Section 83(b) Election is actually and timely filed with the US Internal Revenue Service and for all tax consequences resulting from the Section 83(b) Election.

10. Non-competition and Non-solicitation.

10.1 In consideration of the award of Restricted Stock provided for under this Agreement, which the Grantee acknowledges is valuable consideration that the Grantee would not otherwise be entitled to receive, the Grantee agrees and covenants not to:

(a) work for, directly or indirectly, in whole or in part, as an employee, officer, owner, manager, advisor, consultant, agent, partner, director, shareholder or in any other similar capacity an entity engaged in the same or similar business as the Company and its Affiliates, including, but not limited to, those engaged in the business of financial services for a period of one year following the Grantee's termination of Continuous Service;

(b) directly or indirectly, solicit, hire, recruit, attempt to hire or recruit, or induce the termination of employment of any current employee of the Company or its Affiliates for two years following the Grantee's termination of Continuous Service; or

(c) directly or indirectly, solicit, contact (including, but not limited to, e-mail, regular mail, express mail, telephone, and instant message), attempt to contact or meet with current, former or prospective clients or customers of the Company or any of its Affiliates, with whom Grantee worked with during Grantee's employment with the Company, for purposes of offering financial services similar to or competitive with those offered by the Company or any of its Affiliates for a period of one year following the Grantee's termination of Continuous Service.

10.2 If the Grantee breaches any of the covenants set forth in Section 10.1:

(a) all unvested Restricted Stock provided for under this Agreement shall be immediately forfeited; and

(b) the Grantee hereby consents and agrees that the Company shall be entitled to seek, in addition to other available remedies, a temporary or permanent injunction or other equitable relief against such breach or threatened breach from any court of competent jurisdiction, without the necessity of showing any actual damages or that money damages would not afford an adequate remedy, and without the necessity of posting any bond or other security. The aforementioned equitable relief shall be in addition to, not in lieu of, legal remedies, monetary damages or other available forms of relief.

10.3 The Grantee hereby acknowledges and agrees that the restrictions set forth in Section 10.1 of this Agreement are reasonable in time, scope, and geographic area, necessary to protect the legitimate interests of the Company, not harmful to the general public, and not unreasonably burdensome to the Grantee.

11. Compliance with Law. The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal, state, local and foreign securities laws and with all applicable requirements and rules of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of federal, state, local and foreign laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel. The Grantee understands that the Company is under no obligation to register the shares of Common Stock with the Securities and Exchange Commission, any state securities commission, any stock exchange or any foreign securities regulatory authority to effect such compliance.

12. Legends. Reasonably promptly following the Grant Date, the Company shall reflect ownership of the Restricted Stock in book entry form on the Company's books and records, or, in its discretion cause to be issued to the Grantee a certificate in respect of the Restricted Stock. If certificates representing the Restricted Stock are issued, they shall be issued in the name of the Grantee, but held in the physical possession of the Company, and the Grantee shall execute in blank a stock power in a form provided by the Company, allowing the Company to transfer the shares of Restricted Stock in the event they are forfeited pursuant to the terms of this Agreement. Such certificates shall bear the following (or a similar) legend in addition to any other legends that may be required under federal or state securities laws:

"THE TRANSFERABILITY OF THIS CERTIFICATE AND THE SHARES OF COMMON STOCK REPRESENTED HEREBY ARE SUBJECT TO THE TERMS AND CONDITIONS (INCLUDING FORFEITURE) CONTAINED IN THE FREEDOM HOLDING CORP. 2019 EQUITY INCENTIVE PLAN AND A RESTRICTED STOCK AWARD AGREEMENT BETWEEN THE STOCKHOLDER AND

FREEDOM HOLDING CORP. A COPY OF THE PLAN AND THE AWARD AGREEMENT ARE ON FILE WITH FREEDOM HOLDING CORP.”

13. Notices. Any notice required to be delivered to the Company under this Agreement shall be in writing and addressed to the Secretary of the Company at the Company’s principal corporate offices. Any notice required to be delivered to the Grantee under this Agreement shall be in writing and addressed to the Grantee at the Grantee’s address as shown in the records of the Company. Either party may designate another address in writing (or by such other method approved by the Company) from time to time.

14. Governing Law. This Agreement will be construed and interpreted in accordance with the laws of the State of Nevada without regard to conflict of law principles. Any dispute or conflict between the parties shall be brought in a state or federal court located in Clark County, Nevada. The parties hereto submit to jurisdiction and venue in Clark County, Nevada and all objections to such venue and jurisdiction are hereby waived.

15. Restricted Stock Subject to Plan. This Agreement is subject to the Plan as approved by the Company’s shareholders and as it may be amended from time to time. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

16. Clawback; Company Policies. As set forth in Section 14.2 of the Plan, the Restricted Stock is subject to any applicable Clawback Policy. The Restricted Stock is also subject to all applicable share trading policies and other policies that may be implemented by the Board or Committee from time to time.

17. Interpretation. Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company. The Grantee accepts as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, this Agreement, or any applicable Clawback Policy.

18. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee’s beneficiaries, executors, administrators and the person(s) to whom the Restricted Stock may be transferred by will or the laws of descent or distribution.

19. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.

20. Discretionary Nature of Plan. The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Restricted Stock in this Agreement does not create any contractual right or other right to receive any Restricted Stock or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification, or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee’s employment with the Company.

21. Amendment. The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock, prospectively or retroactively; *provided* that no such amendment shall adversely affect the Grantee’s material rights under this Agreement without the Grantee’s consent.

22. No Impact on Other Benefits. The value of the Grantee’s Restricted Stock is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

23. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means

intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

24. Acceptance. The Grantee hereby acknowledges receipt of a copy of the Plan, an S-8 Prospectus, this Agreement and any applicable Clawback Policy. The Grantee has read and understands the terms and provisions thereof, and accepts the Restricted Stock subject to all of the terms and conditions of the Plan, this Agreement and any applicable Clawback Policy. The Grantee acknowledges that there may be adverse tax consequences upon the grant or vesting of the Restricted Stock or disposition of the underlying shares and that the Grantee has been advised to consult a tax advisor prior to such grant, vesting or disposition.

[*signature page to follow*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

FREEDOM HOLDING CORP.

By: /s/ Jason Kerr
Name: Jason Kerr
Title: Secretary

Grantee Name

By: /s/ Askar Tashtitov
Name: Askar Tashtitov

EXHIBIT 10.04

Restricted Stock Award Agreement
Freedom Holding Corp. 2019 Equity Incentive Plan

This Restricted Stock Award Agreement (this "**Agreement**") is made and entered into as of July 9, 2025, (the "**Grant Date**") by and between Freedom Holding Corp., a Nevada corporation (the "**Company**") and Evgeniy Ler (the "**Grantee**").

WHEREAS, the Company has adopted the Freedom Holding Corp. 2019 Equity Incentive Plan (as may be amended from time to time, the "**Plan**") pursuant to which awards of Restricted Stock may be granted; and

WHEREAS, the Committee has determined that it is in the best interests of the Company and its shareholders to grant the award of Restricted Stock provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Grant of Restricted Stock. Pursuant to Section 7.2 of the Plan, the Company hereby issues to the Grantee on the Grant Date a Restricted Stock Award consisting of, in the aggregate, **5,169** shares of Common Stock of the Company (the "**Restricted Stock**"), on the terms and conditions and subject to the restrictions set forth in this Agreement and the Plan. Capitalized terms that are used but not defined herein have the meaning ascribed to them in the Plan.

2. Consideration. The grant of the Restricted Stock is made in consideration of the services to be rendered by the Grantee to the Company.

3. Restricted Period; Vesting.

3.1. Except as otherwise provided herein, provided that the Grantee remains in Continuous Service through the date on which the Grantee executes this Agreement (the "**Vesting Date**") 100% of the Restricted Stock shall become vested on the Vesting Date. The period over which the Restricted Stock vests is referred to as the "**Restricted Period**".

3.2. Notwithstanding Section 3.1, if the Grantee's Continuous Service terminates for any reason at any time before all of the Grantee's Restricted Stock has vested, the Grantee's unvested Restricted Stock shall be automatically forfeited upon such termination of Continuous Service, and neither the Company nor any Affiliate shall have any further obligations to the Grantee under this Agreement, unless otherwise determined by the Committee.

3.3. Unless otherwise determined by the Committee, a Change in Control shall have no effect on the Restricted Stock. For the avoidance of doubt, the vesting described in Section 12.1 of the Plan shall not apply to the Restricted Stock.

4. Restrictions. Subject to any exceptions set forth in this Agreement or the Plan, during the Restricted Period, the Restricted Stock and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Grantee. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Restricted Stock or the rights relating thereto during the Restricted Period shall be wholly ineffective and, if any such attempt is made, the Restricted Stock will be forfeited by the Grantee and all of the Grantee's rights to such shares shall immediately terminate without any payment or consideration by the Company.

5. Rights as Shareholder; Dividends.

5.1. The Grantee shall be the record owner of the Restricted Stock until the shares of Common Stock are sold or otherwise disposed of, and shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the right to vote such shares and receive all dividends or other distributions paid with respect to such shares. Notwithstanding the foregoing, any dividends or other distributions paid or accrued with respect to the

Restricted Stock shall be subject to the same restrictions on transferability as the shares of Restricted Stock to which they relate during the Restricted Period and shall be withheld by the Company for the Grantee's account. The cash dividends or stock dividends so withheld by the Committee shall be distributed to the Grantee in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of such dividends, if applicable, upon the release of restrictions on the shares of Restricted Stock to which they relate, and if such shares of Restricted Stock are forfeited, the Participant shall have no right to such dividends.

5.2. If the Grantee forfeits any rights the Grantee has under this Agreement in accordance with Section 3, the Grantee shall, on the date of such forfeiture, no longer have any rights as a shareholder with respect to the Restricted Stock forfeited and shall no longer be entitled to vote or receive dividends on such shares.

6. No Right to Continued Service. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any position, as an Employee, Consultant or Director of the Company. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee's Continuous Service at any time, with or without Cause.

7. Adjustments. If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the shares of Common Stock shall be adjusted or terminated in any manner as contemplated by Section 11 of the Plan.

8. Tax Liability and Withholding.

8.1. The Grantee shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to the Grantee pursuant to the Plan, the amount of any required withholding taxes in respect of the Restricted Stock and to take all such other action as the Committee deems necessary to satisfy all obligations for the payment of such withholding taxes. In its discretion, the Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(a) tendering a cash payment;

(b) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to the Grantee as a result of the vesting of the Restricted Stock; provided, however, that no shares of Common Stock shall be withheld with a value exceeding the maximum amount of tax required to be withheld by law; or

(c) delivering to the Company previously owned and unencumbered shares of Common Stock.

8.2. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("**Tax-Related Items**"), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant or vesting of the Restricted Stock or the subsequent sale of any shares; and (b) does not commit to structure the Restricted Stock to reduce or eliminate the Grantee's liability for Tax-Related Items.

9. Section 83(b) Election. The Grantee may make an election under Code Section 83(b) (a "**Section 83(b) Election**") with respect to the Restricted Stock. Any such election must be made within thirty (30) days after the Grant Date. If the Grantee elects to make a Section 83(b) Election, the Grantee shall provide the Company with a copy of an executed version and satisfactory evidence of the filing of the executed Section 83(b) Election with the US Internal Revenue Service. The Grantee agrees to assume full responsibility for ensuring that the Section 83(b) Election is actually and timely filed with the US Internal Revenue Service and for all tax consequences resulting from the Section 83(b) Election.

10. Non-competition and Non-solicitation.

10.1 In consideration of the award of Restricted Stock provided for under this Agreement, which the Grantee acknowledges is valuable consideration that the Grantee would not otherwise be entitled to receive, the Grantee agrees and covenants not to:

(a) work for, directly or indirectly, in whole or in part, as an employee, officer, owner, manager, advisor, consultant, agent, partner, director, shareholder or in any other similar capacity an entity engaged in the same or similar business as the Company and its Affiliates, including, but not limited to, those engaged in the business of financial services for a period of one year following the Grantee's termination of Continuous Service;

(b) directly or indirectly, solicit, hire, recruit, attempt to hire or recruit, or induce the termination of employment of any current employee of the Company or its Affiliates for two years following the Grantee's termination of Continuous Service; or

(c) directly or indirectly, solicit, contact (including, but not limited to, e-mail, regular mail, express mail, telephone, and instant message), attempt to contact or meet with current, former or prospective clients or customers of the Company or any of its Affiliates, with whom Grantee worked with during Grantee's employment with the Company, for purposes of offering financial services similar to or competitive with those offered by the Company or any of its Affiliates for a period of one year following the Grantee's termination of Continuous Service.

10.2 If the Grantee breaches any of the covenants set forth in Section 10.1:

(a) all unvested Restricted Stock provided for under this Agreement shall be immediately forfeited; and

(b) the Grantee hereby consents and agrees that the Company shall be entitled to seek, in addition to other available remedies, a temporary or permanent injunction or other equitable relief against such breach or threatened breach from any court of competent jurisdiction, without the necessity of showing any actual damages or that money damages would not afford an adequate remedy, and without the necessity of posting any bond or other security. The aforementioned equitable relief shall be in addition to, not in lieu of, legal remedies, monetary damages or other available forms of relief.

10.3 The Grantee hereby acknowledges and agrees that the restrictions set forth in Section 10.1 of this Agreement are reasonable in time, scope, and geographic area, necessary to protect the legitimate interests of the Company, not harmful to the general public, and not unreasonably burdensome to the Grantee.

11. Compliance with Law. The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal, state, local and foreign securities laws and with all applicable requirements and rules of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of federal, state, local and foreign laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel. The Grantee understands that the Company is under no obligation to register the shares of Common Stock with the Securities and Exchange Commission, any state securities commission, any stock exchange or any foreign securities regulatory authority to effect such compliance.

12. Legends. Reasonably promptly following the Grant Date, the Company shall reflect ownership of the Restricted Stock in book entry form on the Company's books and records, or, in its discretion cause to be issued to the Grantee a certificate in respect of the Restricted Stock. If certificates representing the Restricted Stock are issued, they shall be issued in the name of the Grantee, but held in the physical possession of the Company, and the Grantee shall execute in blank a stock power in a form provided by the Company, allowing the Company to transfer the shares of Restricted Stock in the event they are forfeited pursuant to the terms of this Agreement. Such certificates shall bear the following (or a similar) legend in addition to any other legends that may be required under federal or state securities laws:

"THE TRANSFERABILITY OF THIS CERTIFICATE AND THE SHARES OF COMMON STOCK REPRESENTED HEREBY ARE SUBJECT TO THE TERMS AND CONDITIONS (INCLUDING

FORFEITURE) CONTAINED IN THE FREEDOM HOLDING CORP. 2019 EQUITY INCENTIVE PLAN AND A RESTRICTED STOCK AWARD AGREEMENT BETWEEN THE STOCKHOLDER AND FREEDOM HOLDING CORP. A COPY OF THE PLAN AND THE AWARD AGREEMENT ARE ON FILE WITH FREEDOM HOLDING CORP."

13. Notices. Any notice required to be delivered to the Company under this Agreement shall be in writing and addressed to the Secretary of the Company at the Company's principal corporate offices. Any notice required to be delivered to the Grantee under this Agreement shall be in writing and addressed to the Grantee at the Grantee's address as shown in the records of the Company. Either party may designate another address in writing (or by such other method approved by the Company) from time to time.

14. Governing Law. This Agreement will be construed and interpreted in accordance with the laws of the State of Nevada without regard to conflict of law principles. Any dispute or conflict between the parties shall be brought in a state or federal court located in Clark County, Nevada. The parties hereto submit to jurisdiction and venue in Clark County, Nevada and all objections to such venue and jurisdiction are hereby waived.

15. Restricted Stock Subject to Plan. This Agreement is subject to the Plan as approved by the Company's shareholders and as it may be amended from time to time. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

16. Clawback; Company Policies. As set forth in Section 14.2 of the Plan, the Restricted Stock is subject to any applicable Clawback Policy. The Restricted Stock is also subject to all applicable share trading policies and other policies that may be implemented by the Board or Committee from time to time.

17. Interpretation. Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company. The Grantee accepts as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, this Agreement, or any applicable Clawback Policy.

18. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee's beneficiaries, executors, administrators and the person(s) to whom the Restricted Stock may be transferred by will or the laws of descent or distribution.

19. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.

20. Discretionary Nature of Plan. The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Restricted Stock in this Agreement does not create any contractual right or other right to receive any Restricted Stock or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification, or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee's employment with the Company.

21. Amendment. The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock, prospectively or retroactively; *provided* that no such amendment shall adversely affect the Grantee's material rights under this Agreement without the Grantee's consent.

22. No Impact on Other Benefits. The value of the Grantee's Restricted Stock is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

23. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

24. Acceptance. The Grantee hereby acknowledges receipt of a copy of the Plan, an S-8 Prospectus, this Agreement and any applicable Clawback Policy. The Grantee has read and understands the terms and provisions thereof, and accepts the Restricted Stock subject to all of the terms and conditions of the Plan, this Agreement and any applicable Clawback Policy. The Grantee acknowledges that there may be adverse tax consequences upon the grant or vesting of the Restricted Stock or disposition of the underlying shares and that the Grantee has been advised to consult a tax advisor prior to such grant, vesting or disposition.

[*signature page to follow*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

FREEDOM HOLDING CORP.

By: /s/ Jason Kerr
Name: Jason Kerr
Title: Secretary

Grantee Name

By: /s/ Evgeniy Ler
Name: Evgeniy Ler

EXHIBIT 10.05

Restricted Stock Award Agreement
Freedom Holding Corp. 2019 Equity Incentive Plan

This Restricted Stock Award Agreement (this "**Agreement**") is made and entered into as of July 9, 2025, (the "**Grant Date**") by and between Freedom Holding Corp., a Nevada corporation (the "**Company**") and Jason Kerr (the "**Grantee**").

WHEREAS, the Company has adopted the Freedom Holding Corp. 2019 Equity Incentive Plan (as may be amended from time to time, the "**Plan**") pursuant to which awards of Restricted Stock may be granted; and

WHEREAS, the Committee has determined that it is in the best interests of the Company and its shareholders to grant the award of Restricted Stock provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Grant of Restricted Stock. Pursuant to Section 7.2 of the Plan, the Company hereby issues to the Grantee on the Grant Date a Restricted Stock Award consisting of, in the aggregate, **3,309** shares of Common Stock of the Company (the "**Restricted Stock**"), on the terms and conditions and subject to the restrictions set forth in this Agreement and the Plan. Capitalized terms that are used but not defined herein have the meaning ascribed to them in the Plan.

2. Consideration. The grant of the Restricted Stock is made in consideration of the services to be rendered by the Grantee to the Company.

3. Restricted Period; Vesting.

3.1. Except as otherwise provided herein, provided that the Grantee remains in Continuous Service through the date on which the Grantee executes this Agreement (the "**Vesting Date**") 100% of the Restricted Stock shall become vested on the Vesting Date. The period over which the Restricted Stock vests is referred to as the "**Restricted Period**".

3.2. Notwithstanding Section 3.1, if the Grantee's Continuous Service terminates for any reason at any time before all of the Grantee's Restricted Stock has vested, the Grantee's unvested Restricted Stock shall be automatically forfeited upon such termination of Continuous Service, and neither the Company nor any Affiliate shall have any further obligations to the Grantee under this Agreement, unless otherwise determined by the Committee.

3.3. Unless otherwise determined by the Committee, a Change in Control shall have no effect on the Restricted Stock. For the avoidance of doubt, the vesting described in Section 12.1 of the Plan shall not apply to the Restricted Stock.

4. Restrictions. Subject to any exceptions set forth in this Agreement or the Plan, during the Restricted Period, the Restricted Stock and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Grantee. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Restricted Stock or the rights relating thereto during the Restricted Period shall be wholly ineffective and, if any such attempt is made, the Restricted Stock will be forfeited by the Grantee and all of the Grantee's rights to such shares shall immediately terminate without any payment or consideration by the Company.

5. Rights as Shareholder; Dividends.

5.1. The Grantee shall be the record owner of the Restricted Stock until the shares of Common Stock are sold or otherwise disposed of, and shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the right to vote such shares and receive all dividends or other distributions paid with respect to such shares. Notwithstanding the foregoing, any dividends or other distributions paid or accrued with respect to the Restricted Stock shall be subject to the same restrictions on transferability as the shares of Restricted Stock to which they relate during the Restricted Period and shall be withheld by the Company for the Grantee's account. The cash dividends or stock dividends so withheld by the Committee shall be distributed to the Grantee in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of such dividends, if applicable, upon the release of restrictions on the shares of Restricted Stock to which they relate, and if such shares of Restricted Stock are forfeited, the Participant shall have no right to such dividends.

5.2. If the Grantee forfeits any rights the Grantee has under this Agreement in accordance with Section 3, the Grantee shall, on the date of such forfeiture, no longer have any rights as a shareholder with respect to the Restricted Stock forfeited and shall no longer be entitled to vote or receive dividends on such shares.

6. No Right to Continued Service. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any position, as an Employee, Consultant or Director of the Company. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee's Continuous Service at any time, with or without Cause.

7. Adjustments. If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the shares of Common Stock shall be adjusted or terminated in any manner as contemplated by Section 11 of the Plan.

8. Tax Liability and Withholding.

8.1. The Grantee shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to the Grantee pursuant to the Plan, the amount of any required withholding taxes in respect of the Restricted Stock and to take all such other action as the Committee deems necessary to satisfy all obligations for the payment of such withholding taxes. In its discretion, the Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(a) tendering a cash payment;

(b) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to the Grantee as a result of the vesting of the Restricted Stock; provided, however, that no shares of Common Stock shall be withheld with a value exceeding the maximum amount of tax required to be withheld by law; or

(c) delivering to the Company previously owned and unencumbered shares of Common Stock.

8.2. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("**Tax-Related Items**"), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant or vesting of the Restricted Stock or the subsequent sale of any shares; and (b) does not commit to structure the Restricted Stock to reduce or eliminate the Grantee's liability for Tax-Related Items.

9. Section 83(b) Election. The Grantee may make an election under Code Section 83(b) (a "**Section 83(b) Election**") with respect to the Restricted Stock. Any such election must be made within thirty (30) days after the Grant Date. If the Grantee elects to make a Section 83(b) Election, the Grantee shall provide the Company with a copy of an executed version and satisfactory evidence of the filing of the executed Section 83(b) Election with the US Internal Revenue Service. The Grantee agrees to assume full responsibility for ensuring that the Section 83(b) Election is actually and timely filed with the US Internal Revenue Service and for all tax consequences resulting from the Section 83(b) Election.

10. Non-competition and Non-solicitation.

10.1 In consideration of the award of Restricted Stock provided for under this Agreement, which the Grantee acknowledges is valuable consideration that the Grantee would not otherwise be entitled to receive, the Grantee agrees and covenants not to:

(a) work for, directly or indirectly, in whole or in part, as an employee, officer, owner, manager, advisor, consultant, agent, partner, director, shareholder or in any other similar capacity an entity engaged in the same or similar business as the Company and its Affiliates, including, but not limited to, those engaged in the business of financial services for a period of one year following the Grantee's termination of Continuous Service;

(b) directly or indirectly, solicit, hire, recruit, attempt to hire or recruit, or induce the termination of employment of any current employee of the Company or its Affiliates for two years following the Grantee's termination of Continuous Service; or

(c) directly or indirectly, solicit, contact (including, but not limited to, e-mail, regular mail, express mail, telephone, and instant message), attempt to contact or meet with current, former or prospective clients or customers of the Company or any of its Affiliates, with whom Grantee worked with during Grantee's employment with the Company, for purposes of offering financial services similar to or competitive with those offered by the Company or any of its Affiliates for a period of one year following the Grantee's termination of Continuous Service.

10.2 If the Grantee breaches any of the covenants set forth in Section 10.1:

(a) all unvested Restricted Stock provided for under this Agreement shall be immediately forfeited; and

(b) the Grantee hereby consents and agrees that the Company shall be entitled to seek, in addition to other available remedies, a temporary or permanent injunction or other equitable relief against such breach or threatened breach from any court of competent jurisdiction, without the necessity of showing any actual damages or that money damages would not afford an adequate remedy, and without the necessity of posting any bond or other security. The aforementioned equitable relief shall be in addition to, not in lieu of, legal remedies, monetary damages or other available forms of relief.

10.3 The Grantee hereby acknowledges and agrees that the restrictions set forth in Section 10.1 of this Agreement are reasonable in time, scope, and geographic area, necessary to protect the legitimate interests of the Company, not harmful to the general public, and not unreasonably burdensome to the Grantee.

11. Compliance with Law. The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal, state, local and foreign securities laws and with all applicable requirements and rules of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of federal, state, local and foreign laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel. The Grantee understands that the Company is under no obligation to register the shares of Common Stock with the Securities and Exchange Commission, any state securities commission, any stock exchange or any foreign securities regulatory authority to effect such compliance.

12. Legends. Reasonably promptly following the Grant Date, the Company shall reflect ownership of the Restricted Stock in book entry form on the Company's books and records, or, in its discretion cause to be issued to the Grantee a certificate in respect of the Restricted Stock. If certificates representing the Restricted Stock are issued, they shall be issued in the name of the Grantee, but held in the physical possession of the Company, and the Grantee shall execute in blank a stock power in a form provided by the Company, allowing the Company to transfer the shares of Restricted Stock in the event they are forfeited pursuant to the terms of this Agreement. Such certificates shall bear the following (or a similar) legend in addition to any other legends that may be required under federal or state securities laws:

"THE TRANSFERABILITY OF THIS CERTIFICATE AND THE SHARES OF COMMON STOCK REPRESENTED HEREBY ARE SUBJECT TO THE TERMS AND CONDITIONS (INCLUDING FORFEITURE) CONTAINED IN THE FREEDOM HOLDING CORP. 2019 EQUITY INCENTIVE PLAN AND A RESTRICTED STOCK AWARD AGREEMENT BETWEEN THE STOCKHOLDER AND

FREEDOM HOLDING CORP. A COPY OF THE PLAN AND THE AWARD AGREEMENT ARE ON FILE WITH FREEDOM HOLDING CORP."

13. Notices. Any notice required to be delivered to the Company under this Agreement shall be in writing and addressed to the Secretary of the Company at the Company's principal corporate offices. Any notice required to be delivered to the Grantee under this Agreement shall be in writing and addressed to the Grantee at the Grantee's address as shown in the records of the Company. Either party may designate another address in writing (or by such other method approved by the Company) from time to time.

14. Governing Law. This Agreement will be construed and interpreted in accordance with the laws of the State of Nevada without regard to conflict of law principles. Any dispute or conflict between the parties shall be brought in a state or federal court located in Clark County, Nevada. The parties hereto submit to jurisdiction and venue in Clark County, Nevada and all objections to such venue and jurisdiction are hereby waived.

15. Restricted Stock Subject to Plan. This Agreement is subject to the Plan as approved by the Company's shareholders and as it may be amended from time to time. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

16. Clawback; Company Policies. As set forth in Section 14.2 of the Plan, the Restricted Stock is subject to any applicable Clawback Policy. The Restricted Stock is also subject to all applicable share trading policies and other policies that may be implemented by the Board or Committee from time to time.

17. Interpretation. Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company. The Grantee accepts as binding, conclusive and final all decisions or interpretations of the Committee upon any questions arising under the Plan, this Agreement, or any applicable Clawback Policy.

18. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee's beneficiaries, executors, administrators and the person(s) to whom the Restricted Stock may be transferred by will or the laws of descent or distribution.

19. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.

20. Discretionary Nature of Plan. The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Restricted Stock in this Agreement does not create any contractual right or other right to receive any Restricted Stock or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification, or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee's employment with the Company.

21. Amendment. The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock, prospectively or retroactively; *provided* that no such amendment shall adversely affect the Grantee's material rights under this Agreement without the Grantee's consent.

22. No Impact on Other Benefits. The value of the Grantee's Restricted Stock is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

23. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means

intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

24. Acceptance. The Grantee hereby acknowledges receipt of a copy of the Plan, an S-8 Prospectus, this Agreement and any applicable Clawback Policy. The Grantee has read and understands the terms and provisions thereof, and accepts the Restricted Stock subject to all of the terms and conditions of the Plan, this Agreement and any applicable Clawback Policy. The Grantee acknowledges that there may be adverse tax consequences upon the grant or vesting of the Restricted Stock or disposition of the underlying shares and that the Grantee has been advised to consult a tax advisor prior to such grant, vesting or disposition.

[*signature page to follow*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

FREEDOM HOLDING CORP.

By: /s/ Evgeny Ler
Name: Evgeny Ler
Title: Chief Financial Officer

Grantee Name

By: /s/ Jason Kerr
Name:

EXHIBIT 31.01

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Timur Turlov, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Freedom Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2025

/s/ Timur Turlov

Timur Turlov
Chief Executive Officer

EXHIBIT 31.02

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Evgeniy Ler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Freedom Holding Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2025

/s/ Evgeniy Ler

/s/ Evgeniy Ler
Chief Financial Officer

EXHIBIT 32.01

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this quarterly report of Freedom Holding Corp. (the "Company") on Form 10-Q for the period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Timur Turlov, Chief Executive Officer of the Company and Evgeniy Ler, Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 8, 2025

/s/ Timur Turlov

Timur Turlov
Chief Executive Officer

Date: August 8, 2025

/s/ Evgeniy Ler

Evgeniy Ler
Chief Financial Officer