

# **CHARTER OF THE STONEX GROUP INC. COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

## **Purpose**

The purpose of the Compensation Committee (“the Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of StoneX Group Inc. (the “Company”) with regard to oversight and determination of executive compensation. Among other things, the Committee shall review and approve salaries and other compensation awarded to the Company’s executive officers, administer the Company’s incentive compensation plans and review and approve any awards to executive officers thereunder.

## **Composition**

The Committee shall consist of not fewer than three directors who meet the independence requirements of the Securities and Exchange Commission (“SEC”), The Nasdaq Stock Market LLC (“Nasdaq”) and any other rules applicable to the Company. In addition, members of the Committee must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. Appointment to the Committee, including Chair of the Committee, shall be made as needed to fill vacancies or otherwise on an annual basis.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, but not less frequently than quarterly. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Meetings of the Committee may be held telephonically or by videoconference. When necessary, but at least once per year, the Committee shall meet in executive session. The Committee will retain written minutes of its meetings, which minutes will be filed with the minutes of the Board. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate certain of its authority and responsibilities, as permitted by applicable rules, to one or more subcommittees.

## **Responsibilities and Duties**

The Committee shall:

- Determine the compensation of the Chief Executive Officer of the Company. In determining the amount, form and terms of such compensation, the Committee shall consider such factors as it shall deem relevant, including the performance of the CEO in light of progress toward achievement of applicable corporate goals and objectives and competitive market data pertaining to CEO compensation at comparable companies, and shall be guided by, and seek to promote, the best

interests of the Company and its shareholders. The CEO may not be present during voting or deliberations relating to his or her compensation.

- Review and determine salaries, bonuses and other matters relating to compensation of the other executive officers of the Company. In determining the amount, form and terms of such compensation, the Committee shall consider such factors as it shall deem relevant, including the officers' performance in light of progress toward achievement of applicable corporate goals and objectives and competitive market data pertaining to executive compensation at comparable companies, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO of the Company, but not the officers concerned, may be present at meetings during which such compensation is under review and consideration.
- Administer the Company's compensation plans, including any omnibus incentive plan or specific cash, equity or equity-based plan, including programs made available to employees generally. In administering such compensation plans, the Committee shall determine, among other matters, whether a portion of any award thereunder should be paid in equity or equity-based compensation, including the form and terms (including vesting provisions) of such compensation.
- Review and approve any employment agreements, severance agreements and change in control agreements or provisions for executive officers of the Company.
- Review and determine the amount and structure of compensation of the non-executive directors.
- Review at least annually management development and succession planning for the CEO and other key executives and senior employees.
- Review and make recommendations with respect to shareholder proposals related to compensation matters.
- Review, consult and make recommendations to the full Board regarding executive benefit plans and programs.
- As appropriate, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
- Administer the Company's executive compensation clawback policy.
- Be authorized to delegate to any one or more members of the Board of Directors, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, equity or equity-based compensation to eligible participants.

- Review and assess risks arising for the Company's employee compensation policies and practices, including whether any such risks are reasonably likely to have a material adverse effect on the Company, and report on such matters, as appropriate, to the Board.
- Review and approve any reports of the Committee required to be included in the Company's annual proxy statement or other filings with the Securities and Exchange Commission, as applicable.
- As appropriate, review and act on any routine required adoptions, amendments or changes relating to employee benefit plans of the Company.
- Be authorized to designate one or more of its members to perform certain of its duties on the Committee's behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
- Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate. The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- Have such other authorities, duties or responsibilities as may be delegated to the Committee by the Board.

### **Resources and Authority**

In fulfilling its responsibilities, the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser ("Compensation Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee.

The Committee may select, or receive advice from, a Compensation Adviser to the Committee, other than in-house legal counsel, only after taking into account the factors and considerations it deems relevant, including any applicable SEC or Nasdaq rules and regulations and related guidance.

Notwithstanding the above, the Committee shall not be required to adopt the advice or recommendations of the Compensation Adviser and shall not be precluded from exercising its own judgment in discharging its responsibilities hereunder.

### **Disclosure of Charter**

This Charter will be made available on the Company's Web site at [www.stonex.com](http://www.stonex.com).

Updated May 21, 2021.