



**HORIZON KINETICS HOLDING CORPORATION (the “Company”)
COMPENSATION COMMITTEE CHARTER**

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to oversee matters relating to compensation plans, policies and programs of Horizon Kinetics Holding Corporation (the “Company”).

The Committee’s responsibilities and powers, as delegated by the Board, are set forth in this Charter.

Membership

The Committee shall consist of at least two directors, each of whom shall meet the independence requirements under applicable laws and regulations.

It is the intention of the Board that each member of the Committee also be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

Appointment and Removal

The Board shall determine the members of the Committee by a majority vote of the Board. Unless the Board elects a Chairman, the members of the Committee shall designate a Chairman by a majority vote of the Committee members.

A Committee member may resign by delivering his or her written resignation to the Chairman of the Board or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

Duties and Responsibilities

The Committee shall have oversight responsibility with respect to the structure, operation and effectiveness of the Company’s compensation plans, policies and programs for officers and directors, including:

- To review and approve corporate goals and objectives relevant to compensation for executive officers, including with respect to the vision, values, and strategic objectives of the Company and compensation practices of any relevant peer group of competitive companies;
- To evaluate the effectiveness of the Company’s compensation practices in achieving its strategic objectives to encourage behaviors consistent with the Company’s values, and to align performance objectives consistent with the Company’s goals and vision;
- To evaluate the performance of the Chief Executive Officer based upon stated goals and objectives and determine and approve the compensation of the Chief Executive Officer;
- To evaluate and approve the compensation of other executive officers, utilizing input and non-binding recommendations from the Chief Executive Officer;
- To review and approve all employment agreements and severance arrangements for any executive officers required to be named in the Company’s proxy statements;



- To review and oversee the preparation of any disclosure relative to the Company's compensation practices provided in the Company's annual report and proxy statement or other materials distributed to shareholders or filed with the Securities and Exchange Commission;
- To review and approve, or make recommendations to the Board with respect to, the terms of the Company's incentive compensation plans and equity-based plans (collectively, the "Benefit Plans") and oversee the activities of the individuals responsible for administering the Benefit Plans;
- To review and approve all awards pursuant to the Benefit Plans;
- To evaluate the Benefit Plans and specifically to consider whether the Benefit Plans appropriately reward and provide incentive to participants commensurate with their cost to the Company;
- To make recommendations to the Board with respect to the amendment, termination or replacement of the Benefit Plans;
- To recommend to the Board the compensation for directors;
- To appoint, compensate and oversee any independent compensation consultant to assist with determining or recommending the amount or form of executive and director compensation and to approve all services provided to the Company by such compensation consultant or any of its affiliates;
- To retain or replace any independent counsel or other experts or advisors that the Committee believes to be necessary or appropriate. The Committee, in its discretion, may also use the services of the Company's regular outside legal counsel, special counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties;
- To recommend to the Board adjustments to director and officer insurance coverage, as appropriate; and
- To maintain minutes of the meetings and activities of the Committee and report to the Board following each meeting of the Committee.

Powers and Authority

The Board delegates to the Committee all powers and authority that are necessary or appropriate to fulfill its duties and obligations hereunder and to act independently without further approval, including, without limitation:

- To retain independent professionals (such as attorneys and compensation professionals) to assist in the evaluation of director and executive officer compensation, including sole authority to retain and terminate any such professional and to approve the professional's fees and other retention terms;
- To make all required and appropriate communications to shareholders and regulators concerning compensation issues;
- To establish subcommittees for the purpose of evaluating special or unique matters; and
- To solicit information from individuals involved with administration and operation of all Benefit Plans where such information is relevant to the Committee's responsibility for evaluating the role of the Benefit Plans as part of the Company's compensation practices.



The Committee may rely on information and advice provided by management and independent advisors.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors or consultants retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its reasonable judgment and, in any event, no fewer than two times per year, either in person or telephonically, and at such times and places as the Committee shall determine.

The Committee shall report its minutes from each meeting to the Board.

Committee Action

A majority of the Committee members shall constitute a quorum for the transaction of business. A majority of the Committee members present shall decide any question brought before the Committee.

Unless the Committee determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Committee.

Procedures

The Chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee.

The Chairman shall appoint as secretary a person who may, but need not, be a member of the Committee.

A certificate of the secretary of the Committee setting forth the names of the members of the Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee or such actions taken.

Performance Review

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter.

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Updated: August 1, 2024