

Galaxy Digital Inc.

Compensation Committee Charter

Adopted May 7, 2025

Purpose and Scope

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Galaxy Digital Inc. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least two members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq Stock Exchange. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

- The Committee shall determine, or recommend to the Board for determination, the compensation of each of the Company’s executive officers (including the Chief Executive Officer) including (i) the salary paid to the Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the Executive Officers, (iv) the entering into or amendment or extension of any Executive Officer severance or change in control arrangements, and (v) any other Executive Officer compensation matters, subject to the “Procedures” below. In determining, or recommending for determination, executive officer compensation, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
 - evaluate each executive officer’s performance in light of such goals and objectives and determine each executive officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
 - determine any long-term incentive component of each executive officer’s compensation.

Director Compensation

- The Committee shall review and approve compensation (including equity and equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:
 - identify corporate goals and objectives relevant to director compensation; and
 - evaluate the performance of the Board in light of such goals, objectives, data and factors and director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Management Succession

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

Compensation Policies and Plans

- The Committee shall review, evaluate and oversee the administration of the Company's executive compensation plans and policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation plans and policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.
- The Committee shall review and evaluate the Company's employee benefit plans and policies generally. In reviewing such employee benefit plans and policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate. Notwithstanding anything to the contrary contained in the foregoing, (i) for the avoidance of doubt, the Committee will not have any administrative powers or duties with respect to any employee benefit plans or policies and (ii) the Committee may delegate oversight of any employee benefit plans and policies.
- The Committee shall review and approve, or recommend to the Board for approval, grants of stock option and other equity and equity-based incentive grants to executive officers and employees, except as expressly delegated by the Committee pursuant to parameters established by it, including the authority delegated to the Equity Award Committee, if applicable.

Disclosure

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.

Stockholder Proposals

- The Committee shall review and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors enumerated by Nasdaq rules (and/or the rules of any other stock exchange on which the Company's securities may be listed from time to time).

Subject to the terms of this Charter, the Committee may delegate its authority to subcommittees or the Chair of the Committee or to a committee that includes one or more officers or employees when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company or, pursuant to the above authority to delegate to a subcommittee set forth herein, to an Equity Award Committee, the authority to make grants and awards of stock rights or options or other equity or equity-based awards to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity or equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and the terms of any other applicable laws or regulations.

The Equity Award Committee shall report to the Committee members at least quarterly in writing (which includes email) any equity grants made pursuant to such delegation, which report shall include each grantee's name, type of award, and amount of grant.

If at any time the Committee includes a member who is not a "non-employee director" ("**Non-Employee Director**") within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), then either a subcommittee comprised entirely of individuals who are Non-Employee Directors or the Board shall approve any stock option and other equity incentive grants to any individual who is subject to liability under Section 16 of the Exchange Act.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.