



Audit Committee Charter

Adopted: June 4, 2025

1. PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Circle Internet Group, Inc. (the “Company”) shall be to assist the Board in its oversight of the integrity of the financial statements of the Company and internal controls, of the Company’s compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor, and of the performance of the Company’s internal audit function and independent auditors. The Committee’s primary responsibility is one of oversight and it recognizes that the Company’s management is responsible for preparing the Company’s financial statements and that the independent auditor is responsible for auditing those financial statements. The Committee also recognizes that management and the independent auditor have more time, knowledge, and detailed information about the Company than the Committee members have. In carrying out its oversight duties, it is not the Committee’s responsibility to plan or conduct audits or to determine that the Company’s financial statements are complete or accurate or in accordance with generally accepted accounting principles (“GAAP”). Accordingly, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work.

2. MEMBERSHIP

The Committee shall comprise at least three (3) directors, each of whom shall be a director who (i) is determined by the Board to be an independent director under the New York Stock Exchange’s (“NYSE’s”) listing standards and (ii) meets the experience requirements of the NYSE’s listing standards, such that he/she has the ability to read and understand the Company’s basic financial statements. In addition, at least one (1) member of the Committee must, in the judgment of the Board, be an “audit committee financial expert” (as defined in Item 407 of Regulation S-K) and at least one (1) member of the Committee (who may also be an audit committee financial expert) must, in the judgment of the Board, have the accounting or related financial management expertise in accordance with the NYSE’s listing standards. Unless the Board determines that simultaneous service would not impair the member’s ability to serve effectively on the Committee, no member of the Committee may serve on more than two (2) other public company audit committees.

The Board shall appoint members of the Committee as vacancies or newly created positions occur. The Board may remove members of the Committee at any time and for any reason or no reason.

The Board shall designate the Chair of the Committee, who shall set the agenda for and preside over Committee meetings, lead the Committee in fulfilling its duties and report regularly to the Board regarding the Committee’s activities.

3. RESPONSIBILITIES

The principal duties and responsibilities of the Committee are as follows:

3.1 Independent Audit

The Committee is responsible for overseeing the Company's accounting and financial reporting processes and internal controls, as well as the audit and integrity of the Company's financial statements. In connection with these functions, the Committee's responsibilities are as follows:

(a) appoint and oversee the work of the registered public accounting firm (the "Independent Auditor"), who will report directly to the Committee, engaged to issue an annual audit report over the Company's financial statements or to perform other audit, review, and attest services for the Company and approve fees or other compensation related thereto, including the pre-approval of all audit and non-audit services provided by the Independent Auditor pursuant to pre-approval policies and procedures established by the Committee;

(b) review and approve the planned scope and timing of the annual audit with the Independent Auditor prior to the audit's commencement;

(c) upon completion of the audit, review, and discuss with the Independent Auditor the following:

(i) any significant findings from the audit;

(ii) any material risks and weaknesses in internal controls identified by the Independent Auditor;

(iii) any restrictions on the scope of the Independent Auditor's activities or access to requested information;

(iv) any significant disagreements between the Independent Auditors and management (together with management's response); and

(v) the adequacy of the Company's accounting and financial reporting processes.

(d) annually evaluate the qualifications, performance, and independence of the Independent Auditor and consider the re-appointment and/or removal of the Independent Auditor (and present its conclusions to the Board), which shall include (i) obtaining a report or reports from the Independent Auditor describing (x) the Independent Auditor's internal quality control procedures, (y) any material issues raised by the most recent internal quality control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review, of the Independent Auditor or any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one (1) or more independent audits carried out by the Independent Auditor and any steps taken to deal with any such issues, and (z) review of all relationships between the Independent Auditor and the Company consistent with applicable

requirements of the PCAOB regarding the Independent Auditor's communications with the Committee concerning independence (including the establishment and annual review of guidelines regarding the Company's hiring of employees or former employees of the Independent Auditor), (ii) reviewing and evaluating the lead audit partner, (iii) confirming and evaluating the rotation of the audit partners as required by law, and (iv) obtaining the opinion of management and the internal auditors of the Independent Auditor;

(e) review and discuss with the Independent Auditor any audit problems or difficulties and management's responses thereto, including those matters required to be discussed with the Committee by the Independent Auditor pursuant to the Generally Accepted Auditing Standards and the PCAOB; and

(f) resolve any disagreements between the Independent Auditor and management.

3.2. Internal Audit

The Committee is responsible for overseeing and reviewing the internal audit function of the Company, including:

(a) its purpose, authority, and organizational reporting lines;

(b) the annual internal audit plan, internal audit issues, budget, resources, and staffing, as well as the performance evaluation and compensation for the Head of Internal Audit (including a review of the responsibilities, budget, and staffing of the Company's internal audit function with the Independent Auditor); and

(c) with the assistance of the Head of Internal Audit and such others as the Committee deems appropriate, the Company's internal system of controls and the results of internal audits.

3.3. Financial Statements and Disclosure:

The Committee is responsible for overseeing the Company's financial statements and certain other external disclosures. In connection with these functions, the Committee shall:

(a) review and discuss with management and the Independent Auditor the annual audited financial statements and unaudited quarterly financial statements and related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K or Form 10-Q, as applicable, with the SEC;

(b) recommend to the Board that the audited financial statements be included in the Company's Form 10-K;

(c) review with management, the Head of Internal Audit, and the Independent Auditor, in separate meetings, whenever the Committee deems appropriate:

- (i) any analyses or other written communications prepared by management and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (ii) the critical accounting policies and practices of the Company;
 - (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements;
 - (iv) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
 - (v) any major issues as to the adequacy of the Company's internal controls.
- (d) review the type and presentation of information included in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of non-GAAP financial information;
- (e) review legislative and regulatory developments, including changes to the SEC's rules and regulations, affecting environmental, social, and governance reporting within the financial reporting framework and monitor developments in integrated reporting for these areas in alignment with financial reporting; and
- (f) prepare the Committee report that the SEC rules require to be included in the Company's annual proxy statement.

3.4. Risk Oversight and Internal Controls Over Financial Reporting

The Committee is responsible for overseeing and reviewing control and risk management systems of the Company. In connection with these functions, the Committee shall:

- (a) receive, periodically, from the Head of Internal Audit and from management (including the Chief Compliance & Risk Officer), as appropriate, communications and presentations on trends and emerging issues, significant control issues in internal audit reports, management letters, and regulatory authorities' examination reports, and such other significant control matters that are identified by management, as appropriate, and the resolution status thereof;
- (b) review the program established by management that monitors compliance with the Code of Conduct and reviews the record of such compliance;
- (c) review and discuss, together with the Risk Committee, (i) the audit results prepared by Internal Audit assessing the effectiveness of the risk governance framework, (ii)

significant examination reports from regulatory authorities, (iii) significant compliance matters (e.g., actions taken to remediate significant compliance issues, progress of major compliance initiatives, and remediation progress of open regulatory actions), (iv) the Company's cybersecurity and other information technology systems, including cybersecurity risk management, data protection, incident response preparedness, and technology-related regulatory requirements, and (v) the Company's policies and practices with respect to risk assessment and risk management, and may also meet with the Risk Committee on these and other topics of common interest or other matters as required by law, regulation, or agreement; and

(d) receive periodic presentations from management and the Independent Auditor on, and review, in conjunction with the Company's principal executive officer and principal financial officer:

(i) the identification and accountability for resolution of material weaknesses in the internal controls over financial reporting and any significant deficiencies in the design or operation of internal controls over financial reporting that could adversely affect the Company's ability to record, process, summarize, and report financial data;

(ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and

(iii) any special audit steps adopted in light of any material control deficiencies.

3.5. Other Responsibilities

The Committee shall:

(a) establish procedures for, review, and oversee the Company's investigation of reported concerns related to:

(i) any accounting, internal controls over financial reporting, or internal or financial auditing matters; or

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or fraudulent financial information.

The Chair of the Committee shall have the authority to consult with the Chief Legal Officer on whether specific reported concerns may be handled internally through the Company's established process and/or through the retention of outside counsel as may be deemed necessary or appropriate by the Chair.

(b) review, and if appropriate, approve related party transactions in accordance with the Company's Related Party Transaction Policy;

(c) undertake any other duties and responsibilities that the Board may delegate to the Committee from time to time, or as set forth in the Company's policies or procedures; and

(d) initiate such other inquiries into the affairs of the Company as it deems necessary or appropriate.

3.6. Reporting to the Board

The Committee shall report regularly to the Board summarizing any significant issues considered by the Committee and any action it has taken. The Committee shall evaluate at least annually its own performance and report the results of such evaluation to the Board. The Committee shall review and reassess the adequacy of this Audit Committee Charter at least annually and recommend any proposed changes to the Board for approval.

4. PROCEDURES

The Committee shall meet at least four (4) times per year at such times and places as the Committee determines. The Chair of the Committee shall preside at each meeting. The Chair shall approve the agenda for the Committee's meetings and any member may suggest items for consideration. If the Chair is not designated or present, an Acting Chair may be designated by the Committee members present. Members of the Committee may participate in meetings of the Committee by telephone conference call and/or video conference call. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's Certificate of Incorporation and Bylaws.

The Committee shall maintain written minutes of its meetings and actions by written consent, which minutes and actions shall be filed with the minutes of the meetings of the Board.

The Committee may invite to its meetings any director, officer, or employee of the Company or its subsidiaries and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

5. AUTHORITY AND DELEGATION

The Committee has the sole authority to retain and terminate such outside counsel, experts, and other consultants as advisers as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms for compensation to the Independent Auditor and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the authority to conduct investigations into any matters within the scope of its responsibilities, obtain advice and assistance by engaging outside legal, accounting,

or other advisers when necessary to perform its duties and responsibilities, and seek any information it requires from employees, officers, and directors in connection therewith.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be appropriate and in the best interests of the Company.