



CIRCLE INTERNET GROUP, INC.
Compensation Committee Charter

Adopted June 4, 2025

1. ADOPTION

This Compensation Committee Charter (this “Charter”) has been adopted by the Compensation Committee (the “Committee”) of the Board of directors (the “Board”) of Circle Internet Group, Inc. (the “Company”) as of the date set forth above. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

2. PURPOSE

The purpose of the Committee is to provide oversight and carry out responsibilities delegated by the Board related to executive officer compensation; director compensation; the Company’s compensation policies, plans, and benefits programs; equity compensation plans; compensation-related risks; human capital management; and other duties that may be assigned to the Committee by the Board.

3. COMMITTEE MEMBERSHIP

The Committee shall consist of at least two (2) members of the Board, each of whom shall be a director who is determined by the Board to be (i) an independent director under the New York Stock Exchange’s (“NYSE’s”) listing standards and (ii) a non-employee director under Rule 16b-3 of the Securities Exchange Act of 1934. 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.

4. MEETINGS

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. COMMITTEE AUTHORITY AND RESPONSIBILITIES

In addition to any other responsibilities which may be assigned from time to time by the Board, the principal duties and responsibilities of the Committee are as follows:

5.1 Compensation Review

(a) Provide oversight of the compensation of the Company's executive officers (except for the Company's Chief Executive Officer, whose compensation shall be overseen and determined by the Board at the recommendation of the Committee) and other members of the Company's executive leadership team, by taking the following actions:

- (i) review and approve existing and new executive compensation programs, including identifying, reviewing, and approving corporate goals and objectives relevant to each such executive's compensation, and evaluate each such executive's performance in light of such goals and objectives; and
- (ii) review and approve for each executive officer (except for the Company's Chief Executive Officer, whose compensation shall be overseen and determined by the Board at the recommendation of the Committee) and the other members of the Company's executive leadership team: (1) annual base salary, (2) annual incentive bonus, including the specific goals and amounts, (3) equity compensation, (4) employment agreements, severance arrangements, and change in control agreements/provisions, and (5) any other benefits, compensation, or arrangements.

For purposes of this Charter, "executive officers" include "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended.

(b) review, approve, and administer annual and long-term incentive compensation plans for employees, officers, and directors of the Company by taking the following actions:

- (i) establish performance objectives and evaluate performance achievement;
- (ii) review and approve all related plans and grant awards pursuant to such plans; and
- (iii) adopt, amend, and terminate any such plans subject to obtaining any required stockholder approval.

(c) annually evaluate director compensation, including equity compensation, and make recommendations to the Board regarding director compensation;

(d) make recommendations to the Board regarding adoption of stock ownership guidelines for the Company's executive officers and, if applicable, directors, and assess compliance with such guidelines;

(e) annually review and approve the implementation or revision of any compensation recoupment, clawback, or similar policy and oversee and administer such policies; and

(f) annually review and approve the list of companies to be included in any compensation peer group used to benchmark pay levels based on criteria the Committee deems appropriate.

5.2 Equity Compensation Plans

The Committee shall administer the Company's equity compensation plans by taking the following actions:

(a) approve anticipated budget for equity grants, including new hire grants, refresh grants, and performance grants;

(b) grant equity awards to eligible individuals in accordance with any procedures established by the Board or the Committee;

(c) amend equity awards granted thereunder; and

(d) adopt, amend, and terminate such plans, including recommending to the Board changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval; provided, however, that any decisions regarding increases to the share pool will be taken by the full Board.

The Committee may, when it deems appropriate and in the best interest of the Company, delegate to one or more executive officers of the Company the authority to make equity grants and awards to any employee who is not an executive officer or member of the executive leadership team in accordance with the terms of the Company's equity compensation plans.

5.3 Annual Bonus Program

The Committee shall administer the Company's annual bonus program for the Company's executive officers (except for the Company's Chief Executive Officer, whose compensation shall be overseen and determined by the Board at the recommendation of the Committee) and members of the Company's executive leadership team, by taking the following actions:

(a) approve anticipated budget on an annual basis;

(b) review and approve any conditions for payments to executive officers or members of the executive leadership team under such program relating to overall company performance;

(c) approve any amendments to the bonus program or performance metrics included in such program applicable to executive officers or members of the executive leadership team; and

(d) prior to making any payments to executive officers or members of the executive leadership team, determine whether any performance metrics relating to payout have been met by the Company.

The Committee may, when it deems appropriate and in the best interest of the Company, delegate to one or more executive officers the authority to (i) establish, amend, or modify individual performance objectives applicable to any employee who is not an executive officer or member of the executive leadership team; and (ii) review conditions to payment and approve payments to any employee who is not an executive officer or member of the executive leadership team, in each case, pursuant to the Company's annual bonus program as in effect from time to time.

5.4 Compensation Philosophy

The Committee shall provide oversight to the Company's overall compensation philosophy, by taking the following actions:

(a) review and approve the Company's overall compensation philosophy, and oversee compensation plans and benefits that the Committee deems appropriate, and approve, or make recommendation to the Board for approval, with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs where appropriate; and

(b) annually review and discuss with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine if they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.

5.5 Disclosure

The Committee shall prepare the Compensation Committee Report required by SEC rules and review and discuss the Company's Compensation Disclosure and Analysis required by SEC rules.

The Committee shall also review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation (any such vote, a "Say-on-Pay Vote"), taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.

5.6 Succession and Human Capital Management

The Committee shall oversee and periodically review and recommend to the Board for approval any modifications or changes to the succession plans of key executives to maintain the appropriate balance of skills, experience, and expertise in the management of the Company.

The Committee shall oversee and periodically review the Company's human capital management policies and strategies relating to talent acquisition, talent management and development,

diversity and inclusion, employee retention and attrition, employee engagement and relations, employee safety, and leadership development.

6. AUTHORITY AND DELEGATION

The Committee has the sole authority to retain and terminate such outside counsel, experts, and other consultants, including compensation consultants, as advisers as the Committee may deem appropriate in its sole discretion. Before selecting or obtaining the advice of a compensation consultant, the Committee shall consider all factors relevant to the independence of such consultant from management, including the factors set forth in the NYSE rules then in effect. The Committee shall have sole authority to approve related fees and retention terms.

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.