



Nominating and Corporate Governance Committee Charter

Adopted: June 4, 2025

1. PURPOSE

The Nominating and Corporate Governance Committee ("Committee") is created by the Board of Directors ("Board") of Circle Internet Group, Inc. ("Company") to:

- review and evaluate the size, composition, function, and duties of the Board consistent with its needs;
- develop, recommend, and review criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;
- recommend to the Board director nominees for election by the stockholders or to fill any vacancies or newly created directorships that may occur;
- recommend directors for appointment to Board committees;
- oversee the evaluation of the Board;
- develop, evaluate, and recommend to the Board, and oversee compliance with, the Corporate Governance Guidelines and Code of Conduct; and
- develop, evaluate, and recommend to the Board corporate governance practices and corporate social responsibility practices applicable to the Company.

2. 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 an independent director under the New York Stock Exchange ("NYSE") listing standards. 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

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.

3.1 Board/Committee Nominees

(a) The Committee shall oversee searches for and identify qualified individuals for membership on the Board.

(b) The Committee shall recommend to the Board criteria for Board and Board committee membership, considering the current composition, organization, and governance of the Board and its committees and which criteria shall include the desired qualifications, expertise, and personal characteristics.

(c) The Committee shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:

- review candidates' qualifications for membership on the Board or a Board committee based on the criteria approved by the Board and taking into account applicable SEC rules and the NYSE listing standards;
- in evaluating current directors for renomination to the Board or reappointment to any Board committees, assess the performance of such directors;
- periodically review the composition of the Board and Board committees in light of the current challenges and needs of the Board, the Company, and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, director performance, skills, background, and experience;
- periodically review, as appropriate, the service of all directors on the boards of other companies;
- consider nominees submitted by shareholders; and
- consider any other factors that are set forth in the Corporate Governance Guidelines or deemed appropriate by the Committee or the Board.

(d) The Committee shall periodically oversee the Board's self-evaluation of its performance and report on the evaluation results to the Board with recommendations deemed warranted, if any, on changes to the Board's composition or committee structure. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

3.2. Corporate Governance Matters

(a) The Committee shall develop and recommend to the Board the Corporate Governance Guidelines. The Committee shall periodically review the guidelines and their application and adequacy, and make recommendations to the Board for changes to the guidelines deemed necessary or helpful, if any. The Committee shall oversee compliance with the guidelines and report on such compliance to the Board.

(b) The Committee shall develop and recommend to the Board the Code of Conduct. The Committee shall periodically review the code and its application and adequacy, and make recommendations to the Board for changes to the code deemed necessary or helpful, if any. The Committee shall oversee compliance with the code and report on such compliance to the Board.

(c) The Committee shall oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, and corporate social responsibility practices.

(d) The Committee shall review and make recommendations to the Board on management's proposed responses to shareholder proposals and consider other shareholder activism issues.

(e) The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

(f) The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees.

(g) The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

3.3. Reporting to the Board

The Committee will 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 at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. PROCEDURES

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter (but no less than once per year) and 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.

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.