



Risk Committee Charter

Adopted: June 4, 2025

1. PURPOSE

The purpose of the Risk Committee of the Board of Directors (“Committee”) of Circle Internet Group, Inc. (“Circle” or “Company”) shall be to assist the Board in its oversight of the Company’s overall risk-taking tolerance and management’s responsibility to implement an effective global risk management framework reasonably designed to identify, assess, and manage the Company’s overall enterprise risk—including strategic, credit and investment, market, and operational risks. The Committee’s responsibilities include approval of applicable primary risk policies and review of certain associated frameworks, analysis, and reporting established by management. Risk assessment and risk management are the responsibility of the Company’s management. The Committee’s responsibility is one of oversight and review.

2. MEMBERSHIP

The Committee shall comprise at least two directors, each of which shall be a non-executive director. 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. Risk Management Functions

The Committee is responsible for overseeing the Company’s approach to enterprise risk management and related policies, practices, and guidelines. In connection with these responsibilities, the Committee’s functions are as follows:

(a) oversee the Company’s approach to risk management, in light of regulation of digital assets and anti-money laundering, data security, data privacy, and any other regulatory or compliance areas that are applicable to the products and services provided by the Company now or in the future, including without limitation:

- (i) the Company’s identification of material risks and the Company’s plans for elimination, mitigation, or acceptance of those risks;
- (ii) the Company’s cybersecurity and other information technology systems;
- (iii) the Company’s insurance program; and
- (iv) the Company’s plans for incident prevention, response, and resilience.

(b) receive and discuss periodic reports from the Chief Compliance and Risk Officer and other members of Company management (including the Chief Information Security Officer) regarding ongoing enhancements to and overall effectiveness of the Company's risk management program, including corrective actions taken by management to address risk issues (including those identified by management, internal audit, or regulatory reviews) the progress of key risk initiatives and the implementation of risk management enhancements;

(c) if risk management issues develop between meetings of the Committee that the Chief Compliance and Risk Officer believes could have a material adverse impact on the Company, the Chief Compliance and Risk Officer will promptly notify the Committee and review such issues with the Committee;

(d) review the results of external assessments of the Company's regulatory compliance, including without limitation financial services and governmental regulatory exams, as applicable, to the extent such assessments identify risks or relate to the Company's risk management program;

(e) Review and discuss reports on any key organizational changes within the Company to ensure the Company's risk function has the appropriate size, skills, stature, and independence; and

(f) undertake any other duties and responsibilities relating to enterprise risk matters that the Board may delegate to the Committee from time to time or as set forth in the Company's policies or procedures.

3.2. Compliance Functions

The Committee is responsible for overseeing the Company's approach to maintaining and enhancing a robust Compliance program, and in connection with this responsibility, the Committee's functions are as follows:

(a) periodically review and approve the Company's enterprise-wide Compliance Program and Global Financial Crimes framework policies;

(b) review and discuss periodic reports from the Chief Compliance and Risk Officer, and other members of management as appropriate, regarding ongoing enhancements to, and overall effectiveness of, the Company's enterprise-wide Compliance Program and the Company's Global Financial Crimes Program;

(c) review and discuss management actions on significant compliance matters (e.g., actions taken to remediate significant compliance issues, progress of major compliance initiatives, and remediation progress of open regulatory actions) and reports concerning the Company's compliance with applicable law and regulation;

(d) review and discuss significant examination reports from regulatory authorities, or summaries of the same;

(e) review and discuss reports on any key organizational changes within the Company to ensure the Company's Compliance function has the appropriate size, skills, stature, and independence; and

(f) review and discuss reports on selected compliance topics as management or the Committee deems appropriate.

3.3. Oversight of Senior Management

The Company's Chief Compliance and Risk Officer shall report directly to the Chief Executive Officer or the President of the Company and the Committee. The Committee shall consult with the Company's Chief Executive Officer or President and shall approve the appointment, evaluation, replacement, reassignment, or dismissal of the Chief Compliance and Risk Officer. The Committee or its Chair shall consult with the Company's Chief Executive Officer or President and the Compensation Committee or its Chair and shall approve the compensation, non-financial performance objectives, and succession planning of the Chief Compliance and Risk Officer.

3.4. Other Responsibilities

The Committee shall:

(a) review, together with the Audit 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 Audit Committee on these and other topics of common interest or other matters as required by law, regulation, or agreement;

(b) 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

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

3.5. 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 at least four (4) times per year at such times and places as the Committee determines. The Chair of the Committee will preside at each meeting. The Chair will

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 will maintain written minutes of its meetings and actions by written consent, which minutes and actions will 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.