



CIRCLE INTERNET GROUP, INC.

Corporate Governance Guidelines

Effective June 4, 2025

The Board of Directors (the “Board”) of Circle Internet Group, Inc. (the “Company”) has adopted the following guidelines in furtherance of its continuing effort to enhance its corporate governance policies and practices. The Nominating and Corporate Governance Committee will review and amend these guidelines, from time to time, as it deems necessary and appropriate.

1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications

The Nominating and Corporate Governance Committee of the Company shall recommend to the Board criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals for membership on the Company’s Board. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee and compensation committee membership purposes);
- evaluate current directors for re-nomination to the Board; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, director performance, skills, background, and experience.

The Nominating and Corporate Governance Committee seeks members with varying professional backgrounds and other differentiating personal characteristics who combine a broad spectrum of experience and expertise with a reputation for integrity and believes that maintaining a diverse membership enhances the Board’s discussions and oversight of the Company and management. Individuals will be considered for nomination to the Board based on their business and professional experience, judgment, skills, background, and such other unique characteristics as the Nominating and Corporate Governance Committee deems appropriate. The Nominating and Corporate Governance Committee also considers the impact of any change in the principal occupation of existing directors. The Nominating and Corporate Governance Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

Board Size

The Board will have a minimum of three and a maximum of twelve members, with the exact number of directors to be determined from time to time in accordance with the provisions in the Company's certificate of incorporation. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board, taking into account the goal of having a Board size suitable to provide diversity of thought and expertise, as well as individual accountability.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of the New York Stock Exchange at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director. An independent director who ceases to qualify as such after election to the Board will be required to tender a resignation as a director promptly to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board whether to accept or reject the resignation based on its discretion. If the Board does not accept the director's tender of resignation, the Company will disclose in an Exchange Act filing the Board's consideration of the matter.

Board Refreshment

There are no established term limits for service on the Board. However, the Nominating and Corporate Governance Committee will consider length of services and age of directors in recommending candidates for re-election to the Board.

Simultaneous Service on Other Public Company Boards

A director must notify the Chair of the Nominating and Corporate Governance Committee and the Corporate Secretary prior to accepting any invitation to serve on another public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time, in order for the Company to confirm the absence of any actual or potential conflict of interest. The Nominating and Corporate Governance Committee does not consider it necessary to impose specific limits on a director's outside board activities so long as directors are sufficiently attentive and available to fulfill their duties to the Company, and so long as directors comply at all times with our conflict of interest policy set forth in the Company's Code of Conduct.

Changes in Primary Employment

A director who materially changes his or her primary employer, occupation, or affiliation during his or her tenure will be required to tender a resignation as a director promptly to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances (including whether the new employer, occupation, or affiliation is consistent with the Company's conflict of interest policy set forth in the Company's Code of Conduct) and recommend to the Board whether to accept or reject the resignation based on its discretion.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Chair of the Nominating and Corporate Governance Committee and the Corporate Secretary for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

Stock Ownership

The Board believes that directors should hold meaningful equity ownership positions in the Company. The Company has adopted stock ownership guidelines, which set forth the minimum stock ownership requirements for each executive officer, employee director, and non-employee director.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also encouraged to attend the Company's annual meeting with shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information, interaction with senior management at Board meetings, and visits to Company facilities. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management as well as those of investors and securities analysts.

The Board also conducts an annual meeting to review and approve the Company's long-term strategy, and assess its strategic, competitive, and financial performance.

Confidentiality

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

3. Board Agenda

The Chairman of the Board and CEO, in conjunction with the Lead Independent Director, establishes an agenda of topics for consideration and review by the Board. The Chairman of the Board and CEO, in conjunction with the Lead Independent Director, shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

4. Chairman of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

5. Lead Independent Director

If the CEO also serves as the Chairman of the Board, then an independent director shall be designated by the Board, as the Lead Independent Director.

The Lead Independent Director shall assume the following responsibilities:

- preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- serve as the principal liaison between the Chairman and the independent directors;
- facilitate discussion and open dialogue among the independent directors during meetings of the Board, executive sessions and outside of meetings of the Board;
- communicate decisions reached, suggestions, views, or concerns expressed by independent directors during executive sessions of the independent directors;
- approve meeting agendas for the Board;
- approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- have the authority to call meetings of the independent directors;
- recommend the retention of advisors and consultants who report directly to the Board when appropriate;
- provide leadership to the Board if circumstances arise in which the role of the Chairman may be, or may be perceived to be, in conflict;

- if appropriate and in coordination with Company management, ensure that he or she is available for consultation and direct communication with major shareholders; and
- any other duties as the Board may determine.

6. Meetings of Non-Management Directors

The Company's non-management directors shall regularly schedule executive sessions, which may be held after regularly scheduled Board meetings and in which management does not participate. If this group includes directors who are not considered independent, the independent directors must also meet in executive session at least once a year.

The Lead Independent Director shall preside at each executive session. The Company's annual proxy statement will identify the Lead Independent Director and the method for interested parties to communicate directly with the Company's Lead Independent Director or non-management directors as a group.

7. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The Board has established a Risk Committee and a Strategy Committee, and may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements and certain other external disclosures, its independent auditor, its internal audit function, the control and risk management of the Company, and the whistleblower program, approving related-party transactions, and compliance by the Company with legal and regulatory requirements;
- the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies, evaluating executive officer performance and compensation, overseeing director compensation, overseeing the Company's annual bonus program, reviewing the Company's management succession plan, preparing and reviewing compensation-related disclosure required by the SEC, and overseeing the Company's human capital management policies and strategies;
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending criteria for Board and Board committee membership, recommending director nominees and appointments to Board committees, evaluating Board performance, overseeing the Company's Code of Conduct and Corporate Governance Guidelines, reviewing potential conflicts of interests involving directors, overseeing the Company's corporate governance practices, and overseeing the Company's orientation and continuing education program for directors;
- the Risk Committee shall generally be responsible for overseeing the Company's approach to enterprise risk management, overseeing the Company's risk management program, compliance program, and compliance matters, discussing policies with respect to risk assessment and risk management and effectiveness of risk governance framework; and

- the Strategy Committee shall generally be responsible for overseeing the development and implementation of our corporate strategy, overseeing and making recommendations to the Board about investments and go-to-market plans, and reviewing and making recommendations to the Board regarding strategic transactions.

Each of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Risk Committee, and Strategy Committee shall operate pursuant to its own written charter. The charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Only independent directors meeting the independence requirements of the New York Stock Exchange and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee, except for the Nominating and Corporate Governance Committee, which is directly appointed by the Board.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

8. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations to the Board, and to invite additional managers and employees to Board meetings who can provide insight into the items being discussed. The Board also encourages senior management to include in Board meetings individuals that the senior management believes may become prospective leaders of the Company.

The Board and each of its committees in accordance with its charter are authorized to hire independent legal, financial, or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with its charter, for which the Company shall pay the fees and expenses.

9. Director Communications with Third Parties

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by shareholders, analysts, or media outlets shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chairman speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chairman.

10. Director Compensation

The Compensation Committee shall review, and recommend to the Board for approval, compensation (including equity-based compensation) for the Company's directors. In so reviewing and recommending director compensation, the Compensation Committee shall, among other things:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- recommend any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return, and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, including if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

11. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation for directors. The orientation will include discussions with and presentations by senior management, and provide new directors with a review of the Company's financial position, an overview of the industry in which the Company operates and competes and an introduction to the regulatory and legal environment that affects the Company's business, as well as governs directors' fiduciary duties.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs. Any expenses associated with such continuing education programs will be reimbursed by the Company, to the extent approved by the Compensation Committee in advance of the incurrence of such expenses.

12. Management Evaluation and Management Succession

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Risk Committee shall evaluate the performance of the Company's Chief Compliance and Risk Officer, and present its findings to the Compensation Committee and/or the full Board. The Board shall review reports from the Compensation Committee and the Risk Committee in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Compensation Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement, or removal of the CEO. The CEO shall provide an annual report to the Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such

individuals. The CEO shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

13. Annual Performance Evaluation

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chair of the Nominating and Corporate Governance Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.

14. Evaluation of Individual Director Performance

It is the policy of the Board to have the Nominating and Corporate Governance Committee assess, on the basis of established criteria, the performance of each individual director standing for re-election at the next shareholders meeting. The established criteria address each director's core competencies, independence, and level of commitment.