



## **Strategy Committee Charter**

**Adopted: November 13, 2024**

## **1. PURPOSE**

The purpose of the Strategy Committee of the Board of Directors (“Committee”) of Circle Internet Group, Inc. (“Circle” or “Company”) shall be to assist management and the Board in (i) overseeing the development and implementation of the Company’s corporate strategy, including short- and long-term strategic planning and related operational decision-making and of the Company’s assessment of the competitive environment, including current and future threats, (ii) overseeing and making recommendations to the Board about investments and go-to-market plans, (iii) reviewing and making recommendations to the Board about strategic transactions, and (iv) approving strategic transactions on behalf of the Board pursuant to delegated authority when appropriate under this Charter.

## **2. MEMBERSHIP**

The Committee shall comprise at least two (2) 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**

Company management shall be responsible for the development and execution of the Company’s strategic plans and the Board shall be responsible for approving and overseeing such plans. The Committee’s role is advisory. Accordingly, the Committee shall assist management and the Board with the following responsibilities:

- Identifying and setting strategic goals and developing and refining an overall corporate strategy to meet and/or achieve such goals;
- Assessing the Company’s performance with respect to strategy execution and implementation, as well as regularly providing feedback to management and the Board;
- Reviewing the performance of the Company’s investments;
- Identifying significant opportunities and challenges facing the Company, including potential M&A, competition in the industry, changes in economic and market conditions, and emerging trends; and
- Reviewing and making recommendations with respect to material acquisitions, investments, divestitures, and other strategic opportunities and, if delegated to the Committee by the Board from time to time, approving such transactions.

The Committee shall work with management from time to time to prepare materials for meetings of the Board where strategy matters are expected to be discussed and otherwise support the Board and serve as a resource to management as requested between regularly scheduled Board meetings regarding the development and/or refinement of the Company's corporate strategy.

The Committee shall carry out such other duties or responsibilities as may be delegated to it or otherwise requested by the Board from time to time.

## **4. PROCEDURES**

The Committee shall meet at least two (2) 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.