

COINCHECK GROUP N.V.

Charter of the Audit Committee

Effective as of 10 December 2024

1 GENERAL

- 1.1.1 As long as shares of Coincheck Group N.V. (the "**Company**") are listed on Nasdaq and (A) the Nasdaq listing rules applicable to foreign private issuers and/or (B) Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and/or (C) the Dutch Corporate Governance Code (the "**DCGC**") require the board of directors of the Company (the "**Board**") to establish an audit committee having certain duties and responsibilities, including those that may be determined by the Board from time to time, the Board will ensure the presence of such committee. Therefore, in accordance with the Company's articles of association and the regulations governing the internal proceedings of the Board ("**Board Regulations**"), and in order to set forth the duties and responsibilities of the audit committee (the "**Committee**"), the Board has adopted this charter of the Committee (the "**Charter**"), on 10 December 2024.
- 1.1.2 Capitalized terms used but not defined in the Charter shall have the meaning ascribed to them in the Company's articles of association and the Board Regulations.

2 OBJECTIVE

- 2.1.1 The Committee shall assist and advise the Board and act under authority delegated to it by the Board with respect to:
- (a) the integrity and quality of the Company's financial statements, including oversight of the Company's accounting and financial reporting processes, internal controls, and financial statement audits and (if applicable) sustainability reporting, including any published interim reports, related press releases and other related corporate communications;
 - (b) the adequacy and effectiveness of the Company's internal control over financial reporting, financial reporting procedures, disclosure controls and procedures and (if applicable) sustainability reporting and sustainability reporting procedures;
 - (c) the quality and integrity of the Company's financial statements;
 - (d) the Company's policy on tax planning adopted by management;
 - (e) the Company's policy on reservations and dividends;
 - (f) the Company's financing;
 - (g) the systems of internal controls that management and/or the Board have established;
 - (h) the Company's compliance with legal and regulatory requirements;
 - (i) the Company's compliance with recommendations and observations of internal audit team and the audit firm(s) (and/or the independent registered public accounting firm(s)) ("**independent auditors**") and (if applicable) any other external party involved in auditing the sustainability reporting;

- (j) the open and ongoing communications regarding the Company's financial position and results of operations between the Board, the independent auditors, the Company's management and internal audit department;
- (k) the Company's policies and procedures for addressing certain actual or perceived conflicts of interest;
- (l) the qualifications, independence, oversight and remuneration of the Company's independent auditors and any non-audit services provided to the Company by the independent auditors;
- (m) determining the process for selecting the Company's independent auditors, and the nomination to extend the assignment to carry out the statutory audit;
- (n) the performance of the Company's internal auditors and independent auditors;
- (o) risk management and risk assessment guidelines and policies, including major financial risk exposure, strategic, operational, compliance and reporting risks and the steps taken to monitor and control such risks; and
- (p) the implementation and effectiveness of the Company's ethics and compliance program.

2.1.2 The Committee shall prepare the Board's decision-making in respect of the review, approval and implementation of the procedures and items hereinabove contemplated in paragraph 2.1.1.

3 DUTIES AND RESPONSIBILITIES

Until further action is taken by the Board and consistent with the primary function and objective of the Committee, the Committee shall have the duties and responsibilities as set out under paragraphs 3.1 through 3.6. Notably, the Committee is not responsible for certifying the Group's financial statements or guaranteeing the reports of independent auditors. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent auditors are responsible for conducting audits in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB") or applicable Dutch standards, as applicable.

3.1 Independent auditors

The Committee shall:

- (a) be solely and directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of any independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting) and inform independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Committee;

- (b) meet with the independent auditors, the head of internal audit and management of the Company (in private, as appropriate) prior to each annual audit to discuss the audit plan prepared by the internal audit department, the planning and staffing of the audit, the scope and materiality of the prospective audit and the audit procedures to be utilized, the estimated fees thereof and such other matters pertaining to the audit as the Committee may deem appropriate. At the conclusion of the annual audit, the Committee shall review with the independent auditors and management the performance of the audit, including a comparison of the actual audit against the audit plan, together with any comments or recommendations made by the independent auditors on improving the audit process;
- (c) instruct the independent auditors to discuss the draft audit plan with the Executive Directors and/or senior management of the Company before presenting it to the Committee;
- (d) evaluate and, if appropriate, pre-approve any auditing services and permitted non-audit services proposed to be provided to the Company by the independent auditors in accordance with applicable law and consider whether the provision of any non-audit services (individually and together with all other services provided) is compatible with the independent auditors' continued independence;
- (e) review periodically, and at least annually, the independent auditors' performance, including an evaluation of qualifications, performance and independence of the independent auditors, taking also into account the opinions of management in assessing the independent auditors' qualifications, performance and independence;¹
- (f) instruct the independent auditors to communicate directly with the Committee on any matter which, in their judgment, the independent auditors have not satisfactorily resolved with management and resolve any disagreements between management and such firm regarding financial reporting;
- (g) instruct the independent auditors to inform the Executive Directors and the Committee Chair without delay if the independent auditors discover or suspect an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to a member of the Board, the independent auditors should report this directly to the Lead Non-Executive

¹ In conducting its review and evaluation, the Committee: (i) will obtain and review a report by the Company's independent auditors: (a) describing such firm's internal quality-control procedures; (b) describing any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (c) to assess the independent auditor's independence, delineating all relationships between such firm and the Company; (ii) will actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors; (iii) should review and evaluate the lead audit partner of the independent auditors; (iv) will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law and should consider whether there should be regular rotation of the auditors; and (v) should take into account the opinions of management and the Company's internal auditors (or other personnel or service providers responsible for the internal audit function).

Director (or in the case of the Lead Non-Executive Director, to the other members of the Board);

- (h) consider any reports or communications (and management's and/or the internal audit responses thereto) submitted to the Committee by the independent auditors required by or referred to in applicable rules of the PCAOB, under Dutch law or other standards; and
- (i) at least on a quarterly basis, inquire of the independent auditors as to whether the Company's financial statements have been selected by the PCAOB for inspection so that the Committee will be apprised on a "real time" basis of any material developments in connection with any inspection and discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies.

3.2 Internal audit department

The Committee shall:

- (a) oversee the activities of the internal audit department; review the responsibilities, budget, structure and operation of the internal audit department; and review the appointment, performance, rotation, reassignment or dismissal of the head of internal audit;
- (b) review significant internal audit reports and management responses and follow-up on such reports; review with the head of internal audit any significant concerns, resource constraints, disagreements with management or scope restrictions encountered in the course of the internal audit department's work;
- (c) advise the head of internal audit that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports (e.g., regarding any weakness in the effectiveness of the internal risk management and control systems, any findings and observations with a material impact on the risk profile of the Company and its affiliates, or any failings in the implementation of recommendations made by the internal audit function) to management prepared by internal audit, and management's responses thereto;
- (d) instruct the internal audit to communicate directly with the Committee and/or the independent auditors on any matter with respect to which, in their judgment, concerns raised by internal audit have not been satisfactorily resolved with management;
- (e) at least annually, and more frequently as necessary, meet in private session with the head of internal audit;
- (f) instruct the internal audit department to inform the Executive Directors and the Committee Chair without delay if the internal audit department discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to a member of the Board, the internal audit department should report this directly to the Lead

Non-Executive Director (or in the case of the Lead Non-Executive Director, to the other members of the Board);

- (g) ensure that an independent third party assesses the performance of the internal audit department at least every five years; and
- (h) consider and review with management, internal audit and the independent auditors the effectiveness of the Company's internal controls and develop, in consultation with management, a timetable for implementing recommendations to correct any identified weaknesses.

3.3 Accounting principles and policies, financial reporting and internal control over financial reporting and (if applicable) sustainability reporting and internal control over sustainability reporting

The Committee shall:

- (a) review and discuss with management and the independent auditors the annual and interim financial statements, as applicable, including the Company's disclosures under "Operating and Financial Review and Prospects" in the Company's annual report on Form 20-F and in any other filing with the U.S. Securities and Exchange Commission ("**SEC**") (e.g., registration statements);
- (b) discuss with the independent auditors and management, the accounting principles, policies and reporting practices, underlying the financial statements which are the subject of the independent auditors' certification, including a review of: (a) the Company's critical accounting policies and practices; (b) all alternative treatments of financial information within the applicable accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; (c) other material written communications between the independent auditors and management, such as any management letter, "internal control" letter or schedule of unadjusted differences; and (d) recent and prospective opinions or other statements of any relevant accounting standards body and their impact on the Company's financial statements;
- (c) discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal audit department or the independent auditors, relating to the Company's financial statements (or, if applicable, sustainability reporting) and submit recommendations to ensure the integrity of the audit;
- (d) meet as frequently as circumstances require and separately with management, the internal audit manager and the independent auditors, in executive session, to discuss risk assessment and risk management guidelines and policies and the Company's significant risk exposures (whether financial, operating, sustainability related or otherwise), the steps management has taken to monitor and control these exposures and the effectiveness of the design and operation of the internal risk management and control systems;

- (e) discuss with management the key risks and controls relating to the Company's information systems and coordinate with the Risk Committee regarding risk oversight allocated to such committee;
- (f) discuss, as appropriate: (a) any major issues as to the adequacy of the Company's internal controls or internal audit activities and any special audit steps adopted in light of material control deficiencies; (b) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (c) any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Committee by the independent auditors required or contemplated by applicable auditing standards;
- (g) review the appropriateness and completeness of the system of internal control, review the manner and framework in which management ensures and monitors the adequacy of the nature, extent and effectiveness of internal control systems, including accounting control systems, and thereby maintains an effective system of internal control;
- (h) review any statements on internal control systems to be included in the Company's annual report prior to their endorsement by the Board and the independent auditors, including any attestations from the independent auditors as to the effectiveness of the system of internal controls;
- (i) inquire of management as to the existence of significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting (or, if applicable, sustainability reporting) which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information (or, if applicable, sustainability information), and as to the existence of any fraud, whether or not material, that involves management or employees with a significant role in the Company's internal control over financial reporting (or, if applicable, sustainability reporting); advise management, the internal audit and the independent auditors that they are expected to provide to the Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting (and, if applicable, sustainability reporting);
- (j) review, with internal or external legal and tax counsel of the Company, litigation, taxation and any other legal or regulatory matters that could have a material impact on the Company's business, financial statements, sustainability reports (if any) or legal compliance, including material notices to or inquiries received from governmental agencies;
- (k) oversee compliance with legal and regulatory requirements, and response to and resolution of such issues;
- (l) review with management and the independent auditors any material correspondence with regulators or government agencies and any published reports which raise issues regarding the Company's financial statements or accounting policies;

- (m) obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act and under any Dutch standards applicable to the audit of the Company's financial statements (or, if applicable, sustainability reporting);
- (n) discuss generally the type of presentations made, with regard to earnings, press releases and financial information and earnings guidance given to analysts and rating agencies with a special emphasis on reviewing pro forma or adjusted data not in accordance with International Financial Reporting Standards ("IFRS") or other applicable generally accepted accounting principles;
- (o) adopt and review hiring policies to prevent the hiring by the Company of a Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, or any person serving in an equivalent position for the Company who was employed by the Company's independent auditors' firm during the one-year period preceding the date of the initiation of the audit in compliance with Section 10A(l) of the Exchange Act and applicable Nasdaq rules, and assess compliance with these policies; and
- (p) periodically review the related party transactions policy of the Company and approve, ratify or disapprove all related party transactions or proposed related party transactions pursuant to the related party transactions policy. No member of the Committee having an interest in such a transaction shall participate in any decision regarding that transaction.

3.4 Compliance Oversight

The Committee shall be responsible for overseeing and monitoring the quality and integrity of the Company's compliance policies and practices with respect to applicable legal and regulatory requirements, the Company's Code of Conduct and other various compliance programs and requirements (collectively, "**Legal and Policy Requirements**"). In carrying out this oversight responsibility, the Committee shall make periodic inquiries and review and investigate matters pertaining to the compliance and integrity of the Company and its management, including matters involving actual or alleged conflicts of interest and/or breaches of Legal and Policy Requirements. These activities shall include regular reviews of the Company's compliance policies, programs and practices generally. In connection with these reviews, the Committee shall meet with the Company's finance and audit staff, independent auditor, legal personnel, management and employees to discuss, among other things, any significant legal, regulatory, Code of Conduct or other compliance related matters that could have a material adverse effect on the Company's business, financial statements or operations, including any material communications with governmental agencies regarding compliance matters.

3.5 Dealing with complaints and reports

The Committee shall oversee the establishment and maintenance of, and review procedures for:

- (a) the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters;

- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and report to the Board on the receipt, retention and treatment of complaints received by the Company regarding material accounting, internal accounting controls or auditing matters; and
- (c) the confidential receipt, retention and consideration by the Committee of any reports from the legal department or any attorney representing the Company, including outside counsel concerning evidence of violations of applicable statutes and/or regulations, including those relating to the Group's financial reporting and/or internal control.

3.6 Reporting and recommendations

The Committee shall:

- (a) report its activities to the full Board on a regular basis and coordinate the Committee meetings where annual and interim financial reporting (and, if applicable, sustainability reporting), as applicable, is discussed with the Board and the Committee shall provide such recommendations to the Board as the Committee may deem appropriate;
- (b) discuss with management and the head of internal audit, compliance with the Company's corporate policies, including a periodic review of the Company's Code of Conduct and its implementation, and any recommendations with respect thereto, including in relation to any changes, amendments, and modifications to the Code of Conduct and any other matters as the Committee may deem necessary or appropriate;
- (c) prepare and review with the Board an annual self-assessment performance evaluation of the Committee, which should in any case address the role of the Committee in the audit. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee (the "**Committee Chair**") or any other member of the Committee designated by the Committee to make this report; and
- (d) if the Company files an annual proxy statement on Schedule 14A, prepare the report of the Audit Committee, as required by the SEC, to be included therein.

4 COMPOSITION

4.1.1 The Committee shall be comprised of at least three Non-Executive Directors. The members of the Committee shall be appointed by the Board, and one of the members shall be appointed as the Committee Chair. Neither the Non-Executive Director designated as Lead Non-Executive Director nor a former Executive Director of the Company may serve as the Committee Chair. The Committee Chair acts as the spokesperson of the Committee.

4.1.2 Each member of the Committee shall:

- (i) neither have a material relationship with the Company, as determined by the Board nor perform the functions of auditors or accountants for the Company;

- (ii) be an "independent" director under the Nasdaq listing rules and Rule 10A-3 under the Exchange Act, it being specified that more than half of the members of the Committee shall also be "independent" within the meaning of the DCGC;
 - (iii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
 - (iv) be "financially literate" (i.e., be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement) and have "accounting or selected financial management expertise" as determined by the Board.
- 4.1.3 In the event that a member of the Committee who has been designated as "independent" under the DCGC, is or becomes aware of any circumstance which may impair or reasonably be perceived to impair his or her independence, he or she shall inform the Lead Non-Executive Director and the Committee Chair (or in the case of the Committee Chair, the other members of the Committee) thereof promptly. The Committee shall consult with the Board in order to determine whether there is sufficient cause for such member's resignation from, or the termination of such member's membership on the Committee.
- 4.1.4 At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.
- 4.1.5 At least one member of the Committee should be an "audit committee financial expert" as defined by the U.S. Sarbanes-Oxley Act of 2002 and the applicable rules of the SEC, and this person may be the same person with the financial sophistication described in the preceding paragraph.
- 4.1.6 No director of the Company may serve as a member of the Committee if such director serves on the audit committees of more than four other public companies, unless the Board has determined expressly that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

5 ORGANIZATION

- 5.1.1 In performing its duties and exercising its authority, the Committee may utilize the services of, amongst others, the appropriate personnel of the Company and its subsidiaries and has the authority to engage independent counsel and other advisors, as it deems necessary to carry out its duties. The Company's internal audit department shall provide support to the Committee as the Committee deems necessary.
- 5.1.2 In discharging its duties, the Committee may investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company, the Company's outside counsel through a request to, and the service of, the in-house counsel, internal audit, third party service

providers, independent auditors or consultants to the Committee and may invite any such persons to attend one or more meetings of the Committee.

5.1.3 The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- (b) compensation to any advisers engaged by the Committee; and
- (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5.1.4 The Committee may delegate to one or more designated members of the Committee the authority to pre-approve any transaction (including the provision of permissible services by the independent auditors) for which such delegation is permissible under applicable laws and regulations, provided that such pre-approval decision is subsequently presented to the full Committee at its next scheduled meeting. In so delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

5.1.5 The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its individual members, including by reviewing the compliance of the Committee with the terms of this Charter.

6 MEETINGS

6.1.1 The Committee shall meet at such time and place as the Committee Chair or a majority of the members of the Committee may from time to time determine, provided that meetings of the Committee will be normally held at the office of the Company but may also take place virtually. The Committee shall meet as often as may be deemed necessary or appropriate and at least four times every year.

6.1.2 Meetings are convened in a timely manner by the Committee Chair or, if he or she is absent or unable to act, by any member of the Committee, who shall also set the agenda for the meeting. The notice is given in writing and sets out the meeting agenda. Members of the Committee may submit agenda items to the Committee Chair or, if he or she is absent or unable to act, to the member of the Committee convening the meeting.

6.1.3 Information material to the understanding of the items of business to be considered at a meeting of the Committee shall be distributed on a timely basis to the members of the Committee, to allow for reasonable time for review of the information prior to the meeting. The members of the Committee, however, acknowledge that, from time to time, the distribution of such information prior to a meeting may not always be practicable or advisable.

- 6.1.4 The Committee Chair or, if he or she is absent or unable to act, a member of the Committee chosen by a majority of the committee members present at a meeting shall preside at, and act as chairperson in the meetings of the Committee.
- 6.1.5 Members of the Committee may participate in meetings of the Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can communicate simultaneously. In such instances, Committee members shall take appropriate steps to ensure that the confidentiality of the meetings is preserved. The person or persons authorized to call meetings of the Committee shall seek to schedule meetings sufficiently in advance to enable a majority of the members of the Committee to be present at such meetings.
- 6.1.6 The Committee may invite other members of the Board, management, employees, internal or external counsel, or others, including, but not limited to, the independent auditors, the Executive Chairperson, the Chief Executive Officer and the head of internal audit, whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide any such pertinent information as the Committee may request.
- 6.1.7 The Committee shall meet with the independent auditors periodically and at least once per year outside of the presence of the Executive Directors and management. If the independent auditors believe an issue should be raised with the Committee, the Committee will hear it in a timely manner.
- 6.1.8 Minutes must be kept of the Committee's meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting, summarize matters discussed and important accounting and internal control matters discussed during the meeting. The minutes shall be confirmed by the Committee Chair and the secretary (if any) of the meeting, signed by them and filed with the minutes of the proceedings of the Committee.

7 DECISION-MAKING

- 7.1.1 A quorum of the Committee shall consist of at least half (50%) of the Committee members entitled to vote. Each member of the Committee has one vote.
- 7.1.2 The Committee will strive for consensus in connection with any proposal or recommendation to be given to the Board. If no consensus can be reached within the Committee, recommendations by the Committee to the Board shall be based on a majority of votes and any dissenting views will be disclosed to the Board.
- 7.1.3 The Committee may also adopt resolutions without holding a meeting, provided that resolutions are adopted in writing or by reproducible electronic communication and all the members of the Committee entitled to vote have consented to adopting the resolutions without holding a meeting.

8 AMENDMENT AND DEVIATION

- 8.1.1 The Committee shall review and reassess periodically (and no less frequently than annually) the adequacy of the Charter and recommend to the Board any improvements to the Charter that the Committee considers necessary or appropriate. The Board may at all times amend this Charter and/or revoke any powers granted to the Committee.

- 8.1.2 The Board may occasionally decide at its sole discretion not to comply with the provisions of this Charter, subject to applicable laws and regulations.

* * *