

COINCHECK GROUP N.V.

Charter of the Risk Committee

Effective as of 10 December 2024

1 GENERAL

- 1.1.1 In accordance with the articles of association of Coincheck Group N.V. (the "**Company**") and the regulations governing the internal proceedings of the Board ("**Board Regulations**"), and in order to set forth the duties and responsibilities of the risk 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.

2 OBJECTIVE

The Committee shall assist and advise the Board, prepare the decision-making of the Board and the non-executive directors of the Board ("**Non-Executive Directors**"), and act under the authority delegated to it by the Board with respect to risk related matters as set out in this Charter. The Committee shall oversee risks associated with cybersecurity and enterprise risks. The Company's audit committee (the "**Audit Committee**") oversees certain other risks, in accordance with the Audit Committee charter. The Committee shall ensure that in the performance of its duties, it does not perform any tasks to be performed by the Audit Committee pursuant to applicable rules or governmental regulations.

3 DUTIES AND RESPONSIBILITIES

Until further action is taken by the Board, the Committee shall, with due regard of the limitations set out in clause 2 above, have the following duties and responsibilities:

- (i) review and make recommendations to the Board, and/or Audit Committee, as applicable, with respect to the enterprise risk management framework of the Company, including, but not limited to: (a) the risk governance structure; (b) the risk competencies of the Company; (c) the Company's risk tolerance; (d) the risk management strategy and associated risk management initiatives and how both support the business strategy and business model of the Company; (e) the risk management elements of the Company's strategy;
- (ii) review and make recommendations to the Board with respect to the Company's risk exposure;
- (iii) review and make recommendations to the Board with respect to the Company's compliance with risk policies covering all known material risks of the Company and related control requirements; and
- (iv) review and make recommendations to the Board with respect to the application by the Company of information and communication technology, including risks relating to cybersecurity.

4 COMPOSITION

The Committee shall be comprised of at least three Directors. The members of the Committee shall be appointed by the Board, and one of the members of the Committee shall be appointed as chairperson of the Committee (the "**Committee Chair**"). The Committee Chair acts as the spokesperson of 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.
- 5.1.2 The Committee shall have the resources, funding and authority, in its sole discretion and without the necessity of approval of the Board, to select, retain, and obtain the advice of external advisers, including consultants, external counsel or other advisors (each, an "**Adviser**"), as reasonably necessary or appropriate to assist the Committee with the performance of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, nomination and oversight of the work of any Adviser it retains.
- 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 Adviser engaged by the Committee; and
 - (b) 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 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.
- 5.1.6 The Committee shall report regularly to the Board regarding its deliberations, findings and actions and make recommendations to the Board as it considers appropriate. Reports may be verbal or written.

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 once 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 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 members of the Board, management, employees, internal or external counsel, or others 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 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 and summarize matters discussed. 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 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.

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