

COINCHECK GROUP N.V.

Charter of the Compensation 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 any recognized stock exchange and (A) the Dutch Corporate Governance Code (the "**DCGC**"), and/or (B) for so long as shares of the Company are listed on Nasdaq, the Nasdaq listing rules applicable to foreign private issuers require the board of directors of the Company (the "**Board**") to establish a compensation or remuneration committee having certain duties and responsibilities, including those that may be determined from time to time by the Board, 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 compensation 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

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 compensation related matters as set out in this Charter.

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, subject to Dutch law requirements, have the following duties and responsibilities:

- (i) to propose to the Board any amendments (in accordance with Sections 3.1.1 and 3.1.2 of the DCGC) to the Company's remuneration policy for the Board (the "**Remuneration Policy**") to be pursued by the Company as the Committee deems necessary or appropriate;
- (ii) to implement and oversee the implementation of the Remuneration Policy;
- (iii) to propose to the Board or the Non-Executive Directors, as the case may be, in accordance with the Remuneration Policy, the compensation of individual executive directors of the Board (the "**Executive Directors**") and Non-Executive Directors, which proposal will in any event (a) to the extent applicable, cover the compensation structure, the amount of the fixed and variable remuneration components, pension rights, post mandate indemnities, redundancy pay and other forms of compensation to be awarded, the performance criteria used or to be used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise, and (b) where it concerns the compensation of an Executive Director, take into account the Executive Director's views on the proposal, including with regard to the amount and structure;
- (iv) to review and recommend to the full Board for approval, corporate goals and objectives relevant to the compensation of executive officers (as defined under Rule 16a-1(f) under the

U.S. Securities Exchange Act of 1934, as amended) that are not serving as Directors whose compensation is set forth in the Remuneration Policy, including annual performance objectives, if any;

- (v) evaluate the performance of the executive officers, considering such goals and objectives and, either determine or recommend to the Board for determination, the fixed and variable remuneration components and other forms of compensation to be awarded to the executive officers that are not serving as Directors whose compensation is set forth in the Remuneration Policy;
- (vi) to recommend to the Board to take any steps to modify any executive compensation program to enhance the alignment of payments and benefits with executive and corporate performance and the Company's business strategy;
- (vii) to propose to the Board the terms and conditions and possible eligibility of the members of the Board for the equity incentive plans;
- (viii) to review the Company's incentive plans with a view to avoiding excessive risk-taking, and to review and discuss annually the relationship between the Company's risk management policies and practices and its incentive plans;
- (ix) to administer all the equity incentive plans and the deferred compensation benefits plans and monitor compliance with the Company's rules and guidelines related thereto;
- (x) to discuss with the Board the Company's policies and practices related to compensation items, notably in comparison to other companies in the financial industry and/or the technology industry, and issue recommendations in relation thereto;
- (xi) to recommend to the Board for approval, amendment or termination, and monitor compliance with, clawback policies and/or practices if and as the Committee determines to be necessary or appropriate, as required by law, or as required to comply with Nasdaq listing standards;
- (xii) to review and recommend to the Board director's and officer's indemnification and insurance matters;
- (xiii) to review and recommend to the Board for approval, any employment or service-related contracts or transaction involving current or former directors and executive officers of the Company, and any related compensation, including consulting arrangements, employment contracts, severance or termination arrangements;
- (xiv) to monitor the Company's regulatory compliance with respect to compensation matters;
- (xv) to review and monitor any employee retirement, profit sharing and benefit plans;
- (xvi) to prepare the remuneration report in accordance with Section 3.4.1 of the DCGC; and

- (xvii) to review compensation disclosure included in the Company's Annual Report on Form 20-F and other filings with the U.S. Securities and Exchange Commission.

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 chairperson of the Committee (the "**Committee Chair**"). A former Executive Director of the Company may not serve as the Committee Chair. The Committee Chair acts as the spokesperson of the Committee.
- 4.1.2 More than half of the members of the Committee must be "independent" within the meaning of the DCGC, and unless the Company elects to rely on available exemptions, all members must be independent under Nasdaq listing rules. 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.

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 advisors, including consultants, external counsel, or other advisors (each, an "**Adviser**"), as reasonably necessary or appropriate to assist 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. Subject to an election by the Company to rely on an available exemption, the Committee shall undertake an independence assessment prior to selecting any Adviser that will provide advice to the Committee, taking into consideration all factors relevant to such adviser's independence from management, including the factors required by Nasdaq from time to time. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by any compensation consultant to the Committee raised any conflict of interest.
- 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 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 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, provided that the CEO and the (other) Executive Directors may not attend any part of a meeting, or take part in the deliberations and decision-making concerning the compensation of the Executive Directors and Non-Executive Directors.

- 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 (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.

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