

COINCHECK GROUP N.V.

Code of Business Conduct and Ethics

Effective as of 10 December 2024

1 INTRODUCTION

- 1.1.1 This is the code of business conduct and ethics (the "**Code**") of Coincheck Group N.V. (the "**Company**", and together with all of its group companies: the "**Group**"), which sets out the main ethical principles and rules of conduct that govern the Group's business activities, as well as the individual behavior of all Covered Persons (as defined hereinafter).
- 1.1.2 The Company expects all Covered Persons to follow a high standard of honesty, ethics and personal integrity, and to act and behave in a manner that enhances the Group's reputation and strengthens the trust that others have in the Group. By adhering to exemplary standards of integrity, the Group can maintain and enhance its reputation and ability to do business.
- 1.1.3 The Code is not intended to reduce or limit the other obligations that Covered Persons may have to the Group, including but not limited to those obligations set forth in the Company's other policies and relevant agreements, which supplement and are in addition to this Code.
- 1.1.4 If you are concerned about an ethical situation or are not sure whether specific conduct meets the Company's standards of conduct, you can contact the Company's Chief Executive Officer (the "**CEO**").

2 GENERAL PROVISIONS

2.1 Scope of application

- 2.1.1 The Group pursues all actions, operations, dealings and transactions undertaken in the course of its business activities in accordance with this Code.
- 2.1.2 This Code is binding on all directors, officers (including the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions) and employees of the Group, and on anyone to whom the Code has been made applicable by contract or otherwise (the "**Covered Persons**").
- 2.1.3 The Covered Persons must be aware of the provisions of the Code. Covered Persons shall observe the Code when conducting their professional duties and responsibilities, and on occasions related thereto. All Covered Persons are called upon to play an active role in ensuring and advocating compliance with the Code.
- 2.1.4 The Group shall publish this Code on its website and take appropriate measures to make the Covered Persons aware of the existence and contents of the Code.

2.2 General principles

This Code is based on the following principles:

(a) **Creativity and ethical manner**

The Group pursues creativity as the Group aspires to design the future of finance and continues to serve people who are engaged at the forefront of our future. The Group also promotes honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

(b) **Responsible stakeholder dialogue**

The Group is committed to provide the best services for individual self-fulfillment and pays constant attention to maintaining and maximizing engagement with the Group's various stakeholders, including customers, shareholders, business partners and the Covered Persons through full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC") or otherwise publishes.

(c) **A commitment to a sustainable society**

The Group is committed to establishing and building a relationship of unwavering trust with its stakeholders and society by conducting corporate activities as a responsible and thoughtful citizen and by contributing to a sustainable society, through strict compliance with all governmental laws, rules and regulations.

(d) **Respect for human rights and diversity**

The Group shall exercise caution to ensure equal opportunity in employment and an appropriate work environment. Furthermore, the Group shall create an open and fair work environment that fosters mutual respect for the diversity of people's values without discrimination or human rights violations and the acceptance of diverse values.

(e) **Reporting and Accountability**

The Group has established procedures for prompt internal reporting of violations of the Code and accountability for adherence to the Code to support its effectiveness.

3 CREATIVITY AND ETHICAL MANNER

3.1 Creativity

The Group understands the importance of being cheerful, optimistic and doing our best. The Group shall open new realms of the forefront of our future through step-by-step improvements.

3.2 An open and free workplace

The Group believes that new ideas that create the future, are born in an environment that is open and free. The Group shall strive to explain all essential information to everyone with the future always in mind.

3.3 Ethical manner

A conflict of interest can develop when personal responsibilities, interests or relationships interfere with, or appear to interfere with, professional responsibilities, interests or relationships. Covered Persons should avoid any such actual or potential conflicts of interest with the Group and the Group encourages Covered Persons to think and act in an ethical manner to maintain an environment where the forefront of the Group's future can be created.

4 RESPONSIBLE STAKEHOLDER DIALOGUE

4.1 Quality communication with customers

The Group shall accept with humility and sincerity the feedback of its customers obtained through a diverse range of channels and strive to communicate clearly, kindly, accurately and promptly to provide the best service to the Group's customers.

4.2 Stakeholder dialogue

The Group shall regularly engage in dialogues with its stakeholders, including the shareholders, business partners and Covered Persons, with a strong awareness of the trust these stakeholders have placed in the Group and use this dialogue as one of the primary guidelines in the Group's corporate activities.

4.3 Timely and appropriate information disclosure

As part of its responsible communication with various stakeholders, the Group shall disclose information in a timely and appropriate manner. In reports and documents filed with or submitted to the SEC and other regulators by the Company, and in other public communications made by the Company, the Covered Persons that are involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Persons shall provide accurate financial and accounting data for inclusion in such disclosures. Covered Persons shall not knowingly falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors. Covered Persons shall never take any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors in the performance of their audit or review of the Company's financial statements.

5 A COMMITMENT TO A SUSTAINABLE SOCIETY

5.1 Relationship with society

The Group shall act as a good corporate citizen in the performance of its business activities.

5.2 Caring for the global environment

As an enterprise that is future-oriented, the Group shall recognize the importance of the global environment and shall always give due consideration to the environment with a high level of insight.

5.3 Compliance with laws and regulations

In addition to all regulations and policies applicable within the Group, all Covered Persons must respect and comply with all applicable laws, rules and regulations of the United States and other countries, states, counties, cities and other jurisdictions in which the Company conducts business. Additionally, the Group shall adhere to social norms and act as a good citizen.

5.4 Anti-corruption measures

The Group shall work to prevent and eliminate all corrupt and criminal activities and fulfil its responsibilities as a member of society and good citizen. This includes the Group's efforts to prevent insider trading and money laundering activities, and to eliminate bribery and corruption by ensuring that any gifts, entertainment, donations, political contributions and the like are made in a legal and appropriate manner.

5.5 Appropriate handling of information

The Group shall properly and appropriately process the personal information of its customers and the Covered Persons, as well as information belonging to the Group to prevent its loss, theft or unauthorized use. The Group shall not misuse or illegally obtain confidential information from third parties.

5.6 Antisocial forces

The Group shall not have any ties whatsoever with forces or groups that disrupt societal order and safety.

5.7 Protection and Proper Use of Group Assets

All Covered Persons should endeavor to protect the Group's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on profitability. The Group's assets should be used for legitimate business purposes.

6 RESPECT FOR HUMAN RIGHTS AND DIVERSITY

6.1 Fair treatment and Fair Dealing

In respect of hiring, promotions, training and other employment promotions, the Group shall not discriminate or infringe human rights on the basis of race, nationality, beliefs, religion, disabilities, family origin, gender, sexual orientation, gender identity, age, health status or other identity aspects, nor violate human rights. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or similar unfair practice.

6.2 Pursuit of an appropriate work environment

The Group shall pursue a fair, healthy, safe and open work environment, free of discrimination and harassment.

6.3 Respect for diversity

The Group shall ensure and maintain a corporate culture and an environment that respects and is accepting and considerate of others, has a diverse range of values and creates an atmosphere where everyone feels safe to express themselves freely.

7 CONFIDENTIALITY

The Group considers confidentiality an essential rule for all of its business undertakings. Covered Persons are required to keep confidential any information acquired in the course of their function, in any way whatsoever. However, neither this Code nor any other agreement with the Group or policy of the Company, shall be deemed to prohibit any current or former Covered Person from communicating, cooperating or filing a charge or complaint with the SEC or any other governmental or law enforcement entity, concerning possible violations of any legal or regulatory requirement, or making disclosures, including providing documents or other information to a governmental entity that are protected under the whistleblower provisions of any applicable law or regulation, without notice to or approval of the Company, so long as (i) such communications and disclosures are consistent with applicable law and (ii) the information disclosed was not obtained through a communication that was subject to the attorney-client privilege (unless disclosure of that information would otherwise be permitted by an attorney pursuant to the applicable federal law, attorney conduct rules or otherwise). The Group will not limit the right of any current or former Covered Person to receive an award for providing information pursuant to the whistleblower provisions of any applicable law or regulation to the SEC or any other government agency. Any provisions of any agreement between the Group and any current or former Covered Person that is inconsistent with the above language or that may limit the ability of any person to receive an award under the whistleblowing provisions of applicable law is hereby deemed invalid and will not be enforced by the Group.

8 REPORTING AND ACCOUNTABILITY

8.1.1 Covered Persons are required and obliged to:

- (a) report any suspected breach of the Code or other illegal or unethical conduct by a Covered Person (which has occurred or may occur) to the CEO, the appropriate point of contact within the relevant Group company or to utilize the Group's consultation and reporting desk, which is a whistleblowing hotline and accepts anonymous reporting; and
- (b) cooperate fully with the investigation of any possible and/or suspected breaches of the Code.

8.1.2 The Group established a reporting system, independent of the usual chain of command, which protects the confidentiality of any report made, subject to applicable law, regulation or legal proceedings. The Group will not permit or tolerate retaliation of any kind by or on behalf of the Group and its personnel against those who make good faith reports or complaints regarding violations of this Code or other illegal or unethical behavior.

8.1.3 Covered Persons will be required to acknowledge receipt and review of this Code. If it has been determined that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Person may be disciplined for noncompliance with penalties up to and including dismissal. Such penalties may include a written letter of reprimand, disgorgement, suspension with or without pay or benefits, and termination of service. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Person and the Company.

8.1.4 Any waiver of this Code for executive officers or directors of the Company must be made by the Company's board of directors or a committee thereof, with due regard to applicable Dutch laws

with respect to conflicts of interest, the Board regulations and (as applicable) the relevant committee charter. Any such waiver of this Code will be disclosed in accordance with any applicable rules and regulations.

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