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INDEPENDENT ACCOUNTANTS' REPORT

Board of Directors and Management Circle
Internet Group, Inc.

We have examined management of Circle Internet Group, Inc.'s ("Circle Group") assertion that the Fair Value of Assets Held in USDC Reserve is equal to or greater than USDC in Circulation in accordance with the criteria defined in the accompanying USDC Reserve Report as of January 06, 2025, and January 31, 2025, at 11:59pm Coordinated Universal Time (the "Report Dates"). Circle Group's management is responsible for its assertion. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants (AICPA). Those standards require that we plan and perform the examination to obtain reasonable assurance about whether management's assertion is fairly stated, in all material respects. An examination involves performing procedures to obtain evidence about management's assertion. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of management's assertion, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.

In our opinion, management's assertion that the Fair Value of Assets Held in USDC Reserve is equal to or greater than USDC in Circulation as of the Report Dates in accordance with the criteria defined in the accompanying USDC Reserve Report is fairly stated, in all material respects.

February 27, 2025



Management’s Assertion

Circle Internet Group, Inc. (“Circle Group”) is responsible for the completeness, accuracy and validity of the USDC Reserve Report (“the Report”) as of January 6, 2025 and January 31, 2025 at 11:59pm Coordinated Universal Time (the “Report Dates”). USDC is issued and redeemed by Circle Internet Financial, LLC and Circle Internet Financial Europe SAS (together, “Circle”). Circle Group management asserts that the Fair Value of Assets Held in USDC Reserve is equal to or greater than USDC in Circulation at the Report Dates in accordance with the criteria defined in the Report below.

USDC Reserve Report

Report Dates	January 6, 2025	January 31, 2025
USDC in Circulation (as defined in the criteria below)	45,749,557,136	53,218,939,728
Fair Value of Assets Held in USDC Reserve (as defined in the criteria below)	\$ 45,814,301,624	\$ 53,283,800,358

CRITERIA

- A. USDC In Circulation is defined as the total USDC supply on USDC Approved Blockchains at the Report Dates (47,147,191,329 and 54,604,305,445, respectively)¹ less (i) Tokens Allowed But Not Issued as reported on USDC Approved Blockchains (1,303,360,624 and 1,291,092,148, respectively) and (ii) Access Denied Tokens as reported on USDC Approved Blockchains (94,273,569 and 94,273,569, respectively).

USDC Approved Blockchains are Algorand, Aptos, Arbitrum One, Avalanche C-Chain, Base, Celo, Ethereum, Hedera, NEAR, Noble, OP Mainnet, Polkadot Asset Hub, Polygon PoS, Solana, Stellar, Sui, TRON and ZKsync Era blockchains and are used by Circle to issue and redeem USDC (with the exception of TRON for which only redemptions are supported).

Tokens Allowed But Not Issued are defined as tokens that exist on the Algorand, Hedera, Polkadot Asset Hub, and Solana blockchains and are not currently issued to a USDC Holder. They are required due to the technical implementation of USDC on those blockchains.

Access Denied Tokens are defined as the amount of USDC tokens that are restricted from being accessed by the holder to comply with a law, regulation, or legal order from a duly recognized authorized authority, court of competent jurisdiction, or other governmental authority.

- B. Fair Value of Assets Held in USDC Reserve is defined as the total balance of U.S. dollar denominated assets at the Report Dates in the Circle Reserve Fund and in Segregated Accounts held by Circle with regulated financial institutions on behalf of USDC holders.

The Circle Reserve Fund (the “Fund”) is a government money market fund under Rule 2a-7 of the Investment Company Act of 1940, as amended. Circle Internet Financial, LLC owns one hundred percent of the equity interests in the Fund represented by the Fund’s Net Asset Value (the “NAV”), held on behalf of USDC holders. The Reserve Report provides details of the fair value of the underlying net assets of the Fund that make up the NAV.

Segregated Accounts are unencumbered accounts held on behalf of USDC holders that are segregated from other accounts of Circle, including general corporate funds.



USDC Reserve Report

CIRCLE RESERVE FUND ASSETS AS OF JANUARY 6, 2025

U.S. TREASURY SECURITIES

Cusip	Maturity Date	Fair Value (\$) ²
912797MW4	01/07/25	253,230,000
912797LX3	01/09/25	1,030,769,931
912797MX2	01/14/25	142,182,913
912797LY1	01/16/25	2,077,497,265
912797MY0	01/21/25	809,363,772
912797JR9	01/23/25	597,076,048
912797MZ7	01/28/25	99,752,987
912797LZ8	01/30/25	263,584,886
912797MJ3	02/06/25	2,491,182,300
912797NG8	02/11/25	1,009,143,889
912797NJ2	02/25/25	587,207,659
912797NK9	03/04/25	28,908,216
912797MT1	03/13/25	459,597,565
912797KJ5	03/20/25	1,340,308,188
912797MU8	03/27/25	714,269,544

TOTAL U.S. TREASURY SECURITIES **11,904,075,163**

U.S. Treasury Repurchase Agreements³ 25,947,000,000

Cash held in Circle Reserve Fund 1,000,586,858

Cash due to/(owed by) Circle Reserve Fund due to timing and settlement differences, net⁴ 662,690,404

TOTAL CIRCLE RESERVE FUND ASSETS **39,514,352,425**

OTHER USDC RESERVE ASSETS AS OF JANUARY 6, 2025

Cash held at regulated financial institutions 6,304,543,579

Cash due to/(owed by) Circle due to timing and settlement differences, net⁴ (4,594,380)

TOTAL OTHER USDC RESERVE ASSETS **6,299,949,199**

TOTAL USDC RESERVE ASSETS AS OF JANUARY 6, 2025 **45,814,301,624**



USDC Reserve Report

CIRCLE RESERVE FUND ASSETS AS OF JANUARY 31, 2025

U.S. TREASURY SECURITIES

Cusip	Maturity Date	Fair Value (\$) ²
912797NF0	02/04/25	1,859,382,538
912797MJ3	02/06/25	2,499,122,925
912797NG8	02/11/25	1,012,344,124
912797KA4	02/20/25	249,498,413
912797NJ2	02/25/25	1,624,969,929
912797ML8	02/27/25	1,970,421,100
912797NK9	03/04/25	29,000,310
912797MM6	03/06/25	4,186,042,118
912797NQ6	03/11/25	995,770,000
912797MT1	03/13/25	294,160,045
912797NR4	03/18/25	1,863,642,868
912797KJ5	03/20/25	1,316,351,111
912797NS2	03/25/25	343,273,911
912797MU8	03/27/25	373,305,989
912797NT0	04/01/25	1,986,617,660
912797ND5	05/01/25	197,974,532
TOTAL U.S. TREASURY SECURITIES		20,801,877,573
U.S. Treasury Repurchase Agreements ³		27,602,000,000
Cash held in Circle Reserve Fund		1,004,199,894
Cash due to/(owed by) Circle Reserve Fund due to timing and settlement differences, net ⁴		(2,143,608,943)
TOTAL CIRCLE RESERVE FUND ASSETS		47,264,468,524

OTHER USDC RESERVE ASSETS AS OF JANUARY 31, 2025

Cash held at regulated financial institutions	6,115,166,801
Cash due to/(owed by) Circle due to timing and settlement differences, net ⁴	(95,834,967)
TOTAL OTHER USDC RESERVE ASSETS	6,019,331,834

TOTAL USDC RESERVE ASSETS AS OF JANUARY 31, 2025	53,283,800,358
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Notes

1. USDC in circulation does not include USDC permanently frozen on deprecated blockchains that were formerly supported by Circle. 993,225 USDC on deprecated blockchains exist on the FLOW blockchain as of the Report Dates.
2. Amounts are shown here at their fair value as of the Report Dates. The Circle Reserve Fund in which these securities are owned, reports U.S. Treasury Securities in accordance with Rule 2a-7 under the Investment Company Act of 1940, as amended.
3. U.S Treasury Repurchase Agreements within the Circle Reserve Fund involve the overnight lending of cash to global financial institutions which is overcollateralized by U.S. Treasury securities.
4. Fund and bank balances have been adjusted for timing and settlement differences, which include: deposits/withdrawals occurring after the bank statement cut-off time (but before the Report Dates), transfers between entities of Circle to facilitate the issuance and redemption of USDC, securities purchased/sold on the last day of the reporting period and settled after the Report Dates, interest receivable or payable, and unrealized gains/losses.

Tamara Schulz

Tamara Schulz
Chief Accounting Officer
Circle Internet Group, Inc.
February 27, 2025