

# ALIBABA GROUP HOLDING LIMITED

## COMPLIANCE AND RISK COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

*(Adopted on August 9, 2023 by the Board of Directors)*

### I. PURPOSE

The Compliance and Risk Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Alibaba Group Holding Limited, a Cayman Islands company (the “Company” and including its subsidiaries, the “Group”), shall assist the Board of Directors in designing, overseeing and reviewing the Group’s compliance and risk management systems and monitoring the implementation and operation of policies and procedures to manage key risks.

### II. STRUCTURE AND OPERATIONS

#### Composition and Qualification

The Committee shall be comprised of three or more members of the Board of Directors, a majority of whom shall have been deemed by the Board of Directors to be “independent” as defined by Section 303A.02 of the New York Stock Exchange Listed Company Manual and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or any successor provision thereto.

#### Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

#### Chairperson

A chairperson of the Committee (the “Chairperson”) shall be an independent non-executive director and appointed by the Board of Directors. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of a Chairperson appointed by the Board of Directors, the Committee shall select a Committee member to preside over each meeting.

#### Delegation to Subcommittees and Working Groups

The Committee may at its discretion form (i) subcommittees composed of one or more of its members or (ii) working groups composed of one or more members of management (including management of the Company, the Group’s principal business groups and/or other subsidiary

businesses, “Management”) and staff members responsible for compliance and risk management functions or any other persons, for any purpose that the Committee deems appropriate and may delegate to such subcommittees or working groups such power and authority as the Committee deems appropriate.

### **III. MEETINGS**

The Committee shall meet as circumstances dictate, but not less frequently than annually. The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee. The Company Secretary shall convene Committee meetings and send out meeting notices at the request of Chairman of the Board of Directors or any member of the Committee as appropriate.

The Committee shall meet periodically in separate executive sessions with the Company’s chief risk and compliance officer (or equivalent), internal auditors and/or other members of Management to discuss any matters that the Committee believes shall be discussed separately.

All meetings of the Committee may be held by telephone, video conference or other similar communication. A majority of the members of the Committee present in person, by proxy or by means of a conference telephone or other communications equipment shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may request any directors, Management or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. In addition, any member of the Committee with an actual or potential conflict of interest with respect to any matter before the Committee shall be recused from such matter.

### **IV. AUTHORITIES AND RESPONSIBILITIES**

The following list of duties and responsibilities shall serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time, consistent with the Company’s Amended and Restated Articles of Association and applicable law.

- Overseeing overall compliance and risk management requirements for the Group and issue overall compliance and risk management framework, including without limitation in the areas of anti-monopoly, cybersecurity, privacy and data security, anti-corruption and other regulatory compliance.
- Review the compliance and risk strategies of the Group’s principal business groups and other subsidiary businesses and provide advice to Management.

- Oversee the implementation and operation of compliance and risk policies and procedures by the Group's principal business groups and other subsidiary businesses, including assessing (i) the effectiveness of such policies and procedures at identifying, reporting, monitoring, managing and mitigating key risks, and (ii) the adequacy of staffing and resources for compliance and risk management functions.
- Review risk assessment reports from the Group's principal business groups and other subsidiary businesses to evaluate the Group's key risk exposures and vulnerabilities, including but not limited to regulatory compliance, operational, cybersecurity and reputational risks.
- Assess the performance of the Company's internal auditors (only to the extent relating to internal audit on compliance and risk management matters) and the chief risk and compliance officers or equivalent of the Group's principal business groups and other subsidiary businesses. The chief risk and compliance officers (or equivalent) of the Group's principal business groups and other subsidiary businesses should report to the Committee (or a sub-committee or working group designated by the Committee) in addition to their reporting lines at the business groups and subsidiary businesses.
- Review deficiencies or weaknesses in the compliance and risk policies and procedures of the Group's principal business groups and other subsidiary businesses. Advise and instruct Management on remedial actions and recommend to the Board of Directors to take disciplinary actions against Management as deemed appropriate by the Committee.
- Advise the Board and Directors and Management on responding to significant risk events, including without limitation legal non-compliance, governmental investigations, system breaches and data leaks. Advise and instruct Management on remedial actions and recommend to the Board of Directors to take disciplinary actions against Management as deemed appropriate by the Committee.
- Advise the Compensation Committee of the Board of Directors to align compensation of chief executive officers of the Group's principal business groups and other subsidiary businesses with such business groups' and other subsidiary businesses' performance on compliance and risk management.
- Coordinate with the Company's Audit Committee to establish procedures for the receipt, retention and handling, on a confidential basis, of employee complaints regarding non-compliance with laws and regulations and ethical codes.
- Maintain minutes or other records of meetings and activities of the Committee. Report regularly to the Board of Directors on significant issues that arise from time to time and provide an annual report to the Board of Directors on key risks impacting the Group and the Committee's assessment of the Group's compliance and risk policies and procedures.

In furtherance of its duties and responsibilities, with respect to the Group's principal business groups and other subsidiary businesses, the Committee:

- shall have direct access to Management and shall be provided with any information and documentation it requests;
- is empowered to require Management to adopt, implement and amend policies and procedures, or take any other actions deemed appropriate by the Committee;
- is empowered to approve significant compliance and risk policies and procedures;
- is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate, including without limitation, deficiencies or weaknesses in policies and procedures, non-compliance with internal policies or laws and regulations, significant risk events and Management misconduct; and
- may require Management to provide written assurances on compliance and risk-related matters from time to time.

## **V. COUNSEL AND CONSULTANTS**

The Committee, in discharging its oversight role, may, in its sole discretion, retain, obtain the advice of and terminate any consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of such consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **VI. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.