



**ALIBABA GROUP HOLDING LIMITED**

**NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF  
DIRECTORS CHARTER**

*(Adopted on September 2, 2014 by the Board of Directors and amended on August 28, 2024)*

**I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Alibaba Group Holding Limited, a Cayman Islands company (the “Company”), shall provide assistance to the Board by, among other things:

- A. Reviewing the qualifications of and selecting candidates, consistent with the criteria set forth in the Corporate Governance Guidelines of the Company (the “Governance Guidelines”), for those seats on the Board to which the Committee has nomination and appointment rights pursuant to the Company’s memorandum and articles of association (the “Articles”);
- B. Advising the Board on corporate governance principles and practices applicable to the Company, including the Governance Guidelines;
- C. Overseeing the evaluation of the Board and management; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the Company.

## **II. STRUCTURE AND OPERATIONS**

### Composition and Qualifications

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

### Appointment and Removal

The members of the Committee shall be appointed by the Board 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.

### Chairman

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

### Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

### **III. MEETINGS**

The Committee shall meet as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

All meetings of the Committee may be held by telephone, video conference or other similar communication. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. Subject to any limitations set forth in the Governance Guidelines, 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.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The authorities and responsibilities of the Committee shall include such responsibilities and authorities required by the rules and regulations of the SEC and the securities exchanges on which the Company's securities are listed, including without limitation the relevant code provisions of the Corporate Governance Code as contained in Appendix C1 to the Hong Kong Listing Rules, in addition to the authorities and responsibilities as set out below. The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should 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 from time to time, consistent with the Articles and applicable law.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as the Committee's nominees or appointees to the Board, including sole authority to approve the fees payable to such search firm and any other terms of retention.

#### Board Selection, Composition and Evaluation

1. Establish criteria consistent with the Governance Guidelines for the selection of new directors to serve on the Board as nominees or appointees of the Committee.
2. Review the structure, size and composition (including the skills, knowledge, and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
3. Review the qualifications of and select candidates for directorships to which the Committee has nomination or appointment rights pursuant to the Articles. In identifying and evaluating director candidates, the Committee shall consider the standards and factors set forth in the Governance Guidelines.
4. To the extent permitted by the Company's Articles, determine which group of directors nominated or appointed by the Committee shall join.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of persons nominated or appointed by the Committee.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers and assess the independence of independent non-executive directors.
7. Review and grant or deny approval to any executive director to serve on the board of directors of another public company other than boards of investee companies of the Company.

8. Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board.
9. Review and make recommendations to the Board approve or deny approval for any member of the Audit Committee to serve on more than two additional public company audit committees.
10. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board.
11. Evaluate and recommend to the Board the action, if any, to be taken with respect to members of the Board who experience a material change in professional responsibility or position, outside commitments, affiliations, or qualifications or a change giving rise to a potential conflict with the Company.

#### Committee Selection, Composition and Evaluation

12. Recommend members of the Board to serve on committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee.
13. Recommend members of the Board to serve as chairmen of the committees of the Board.
14. Monitor the structure and operations of the various committees of the Board, and, as circumstances dictate, make any recommendation to the Board regarding the structure of any committee, the qualifications and criteria for membership on each committee, periodic rotation of directors among the committees.
15. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

### Corporate Governance

16. Review the adequacy of the Articles and recommend to the Board, as conditions dictate, that it proposes amendments to the Articles for consideration by the Company's shareholders.
17. Develop, review and monitor the adequacy of the Governance Guidelines and other code of conduct and compliance manual (if any) applicable to directors and employees, and keep abreast of developments with regard to corporate governance to enable the Committee to advise the Board and to recommend changes to the Governance Guidelines and other policies and practices in light of such developments, as may be appropriate.
18. Review and make recommendations on policies and practices relating to meetings of the Board, including the structure and frequency of such meetings, including meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

### Continuity/Succession Planning Process

19. Oversee and approve the management continuity planning process. Periodically review and evaluate the succession plans relating to the Chief Executive Officer and other positions of the Company management identified as "Senior Management" pursuant to Instruction F to Form 20-F and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

### Reports

20. Report regularly to the Board on the Committee's decisions or recommendations, including:
  - (i) following all meetings of the Committee; and
  - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

21. Maintain minutes or other records of meetings and activities of the Committee.

## **V. 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 periodically reassess the adequacy of this Charter and recommend to the Board 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.