



ALIBABA GROUP HOLDING LIMITED

**COMPENSATION 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 Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Alibaba Group Holding Limited, a Cayman Islands company (the “Company”), by fulfilling the Committee’s responsibilities and duties outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three 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 “SEHK”) (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 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 to the extent permitted by law and applicable NYSE and SEHK rules.

The Committee may delegate to one or more corporate officers of the Company (who need not be members of the Company management identified as “Senior Management” pursuant to Instruction F to Form 20-F) the authority to make grants and awards of cash or options or other equity securities to any employee of the Company (other than directors and Senior Management) under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the relevant plan and with the laws of the Cayman Islands, the jurisdiction in which the Company is incorporated. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior meeting.

III. MEETINGS

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

As part of its review and establishment of the performance criteria and compensation of the Company’s Senior Management, the Committee should meet separately at least on an annual basis with the CEO, the Company’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present. No employee of the Company may be present during voting or deliberations with respect to determination of his or her compensation, except that partners in Lakeside Partners, L.P. (the “Alibaba Partnership”) may be present during voting or deliberations with respect to the establishment and allocation of any annual cash bonus pool for members of the Company’s “management” (as defined below) (a “Bonus Pool”), *provided*, that such persons are not present during voting or deliberations with respect to his or her

individual allocation of any such bonus pool. The term “management” shall mean those persons identified by the Company or the Committee from time to time as serving in senior supervisory roles at the Company and shall include, but need not be limited to Senior Management.

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.

Subject to the second preceding paragraph, (i) 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 and (ii) 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. Subject to any limitations set forth in the Company’s Corporate Governance Guidelines, the Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

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 those set out in Chapter 17 of Hong Kong Listing Rules and 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 related responsibilities and duties delegated to it by the Board from time to time, consistent with the Company’s memorandum and articles of association and applicable law.

Setting Compensation for Senior Management and Directors

1. Review, evaluate and, if necessary, revise the Company's overall compensation policies and structure, including policies with respect to compensation for all directors and Senior Management, taking into consideration salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company and its subsidiaries, and make recommendations on the establishment of a formal and transparent procedure for developing remuneration policy.
2. Review and approve corporate goals and objectives relevant to the compensation of directors and Senior Management, including annual performance objectives, if any, of members of Senior Management.
3. Evaluate the performance of Senior Management in light of such goals and objectives, and determine, review and approve the annual salary, equity-based incentives, bonuses and other compensation or benefits (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment), direct and indirect, of Senior Management, to ensure that their compensation is consistent with contractual terms and is otherwise fair, reasonable, appropriate and not excessive.
4. In connection with management compensation programs:
 - (i) review and recommend to the full Board, or approve, new Senior Management compensation programs;
 - (ii) review on a periodic basis the operations of the Company's Senior Management programs to determine whether they are effective in achieving their intended purpose(s);
 - (iii) establish and periodically review policies for the administration of Senior Management compensation programs; and
 - (iv) take steps to modify any Senior Management compensation program that yields payments and benefits that are not reasonably related to Senior Management and corporate performance.
5. Establish and periodically review policies in the area of Senior Management perquisites.

6. Review and recommend to the full Board the remuneration to be paid to non-employee directors as well as director's and officer's indemnification and insurance matters.
7. Review and approve compensation arrangements relating to (i) dismissal or removal of directors for misconduct and (ii) loss or termination of office or appointment of executive directors and Senior Management, in each case to ensure that they are consistent with contractual terms and are otherwise reasonable, appropriate, fair and not excessive.
8. Review and approve employment contracts with the Company's Senior Management.
9. Review and recommend to the Board, any other contracts or transactions with current or former Senior Management of the Company with respect to consulting arrangements or other employment arrangements with the Company, severance, termination arrangements and loans to employees made or guaranteed by the Company.
10. Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Company's compensation policies and practices for all employees, including management, are reasonably likely to have a material adverse effect on the Company.
11. Ensure that no director or any of their associates is involved in deciding that director's own remuneration.

Administering the Bonus Pool

12. Review and recommend to the Board the amount of any Bonus Pool made available for management of the Company.
13. Set and approve the persons eligible to participate in any Bonus Pool and the proportion of any Bonus Pool to be allocated to members of the Company's management, with the remaining portion available for the Alibaba Partnership.

Monitoring Incentive Compensation Plans

14. Review and approve, or recommend to the Board, the Company's non-equity incentive compensation plans that are subject to the approval of the Board, and oversee the activities of the individuals responsible for administering those plans.

15. Review and/or approve all matters relating to equity-based compensation plans or share schemes of the Company (including those matters required under Chapter 17 of the Hong Kong Listing Rules) and oversee the activities of the individuals responsible for administering those plans.
16. Determine performance targets for the Company's Senior Management with respect to non-equity incentive compensation plans and equity-based compensation plans.
17. Review and recommend to the Board, or approve, all equity-based awards made by the Company to directors, employees consultants and/or service providers of the Company or its affiliates.
18. Review the Company's regulatory compliance with respect to compensation matters.
19. Monitor compliance by Senior Management with the rules and guidelines of the Company's non-equity incentive compensations and equity-based compensation plans.
20. Review and monitor employee pension, profit sharing and benefit plans.

Reports

21. Report regularly to the Board on the decisions or recommendations of the Committee 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.
22. 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.
23. Maintain minutes or other records of meetings and activities of the Committee.

V. COUNSEL AND CONSULTANTS

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 may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation 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 compensation 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. The Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

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 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.