

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)

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Alibaba Group Holding Limited, a Cayman Islands company (the “Company”), shall provide assistance to the Board of Directors 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 of Directors of the Company to which the Committee has nomination and appointment rights pursuant to the Company’s Amended and Restated Articles of Association (as amended from time to time, the “Articles”);
- B. Advising the Board of Directors on corporate governance principles and practices applicable to the Company, including the Governance Guidelines;
- C. Overseeing the evaluation of the Board of Directors 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 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 (the “NYSE”) Listed Company Manual 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.

Chairman

A chairman of the Committee (the “Chairman”) shall be appointed by the Board of Directors. 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 of Directors, 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 of Directors 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 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 of Directors 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 of Directors, 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 of Directors as nominees or appointees of the Committee.
2. Review the qualifications of and select candidates for directorships to which the Committee has nomination or appointment rights pursuant to the Articles.
3. In evaluating director candidates, the Committee shall look for persons with a high degree of integrity, deep experience relevant to the advancement of the Company's business, and an appreciation for the mission, vision and values of the Company. The Nominating and Corporate Governance Committee shall monitor the number of independent members of the Board of Directors, the skills and experience of its members and the necessary qualifications for directors to serve on the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee of the Board and take these matters into consideration when evaluating candidates. In addition, the Committee shall consider any other factors it considers appropriate, which may include age, gender, cultural background, ability to work collegially with the other members of the Board, connections with the Company's businesses, potential conflicts of interest, legal considerations such as antitrust issues, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the Company's existing directors.
4. To the extent permitted by the Company's Articles, determine which class of directors persons 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 of Directors and executive officers.
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. Review and make recommendations to the Board of Directors to approve or deny approval for any member of the Audit Committee to serve on more than two additional public company audit committees.
9. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management.
10. Evaluate and recommend to the Board of Directors the action, if any, to be taken with respect to members of the Board of Directors 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

11. Recommend members of the Board of Directors to serve on committees of the Board of Directors, 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.
12. Recommend members of the Board of Directors to serve as chairmen of the committees of the Board of Directors.
13. Monitor the structure and operations of the various committees of the Board of Directors, and, as circumstances dictate, make any recommendation to the Board of Directors regarding the structure of any committee, the qualifications and criteria for membership on each committee, periodic rotation of directors among the committees.
14. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Corporate Governance

15. Review the adequacy of the Articles and recommend to the Board of Directors, as conditions dictate, that it propose amendments to the Articles for consideration by the Company's shareholders.
16. Review the adequacy of the Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to advise the Board of Directors and to recommend changes to the Governance Guidelines and other policies and practices in light of such developments, as may be appropriate.
17. Review and make recommendations on policies and practices relating to meetings of the Board of Directors, 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

18. 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 of Directors with respect to the selection of individuals to occupy these positions.

Reports

19. Report regularly to the Board of Directors, 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 of Directors as the Committee may deem appropriate. The report to the Board of Directors 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.

20. 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 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.