

ALIBABA GROUP HOLDING LIMITED

SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

(Adopted on December 14, 2021 by the Board of Directors)

I. PURPOSE

The Sustainability Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board of Directors”) 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

Committee Membership

The Committee shall consist of three or more members of the Board of Directors, at least one 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 Listing Rule 3.13 of Hong Kong Stock Exchange, or any successor provision thereto.

Appointment / Removal of Committee Members

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 often as it deems necessary, 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.

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 to carry out its responsibilities. Subject to any limitations set forth in the Corporate 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 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 (as amended from time to time, the "Articles") and applicable law.

1. Assist the Board of Directors in identifying and evaluating the Company's Environmental, Social and Governance ("ESG") opportunities and risks;
2. Provide an open channel of communications for the Board of Directors and members of senior management responsible for leading, implementing and monitoring the Company's ESG goals, strategies and initiatives;
3. Ensure robust oversight and internal management of ESG strategies, goals and implementations;
4. Oversee and evaluate the implementation and performance of ESG initiatives and projects against the Company's ESG goals and relevant external ESG indices;
5. Monitor, evaluate and advise the Board of Directors on any ESG-related legal, regulatory and compliance developments and public policy trends, which could have a material impact on the Company's ESG commitments and business practices;
6. Review and examine disclosure of material ESG goals and contents that enhance the Company's long-term value and corporate image;

7. Review the Company's annual ESG Report and other material public disclosure and reporting related to ESG matters;
8. Address other matters that may be referred to the Committee by the Board of Directors from time to time and perform other activities that the Committee may deem appropriate, consistent with this Charter, the Company's Articles and applicable law;
9. 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.

10. 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 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.