

**AUDIT COMMITTEE CHARTER**  
**of the Audit Committee**  
**of Baozun Inc.**

This Audit Committee Charter was adopted by the Board of Directors (the “**Board**”) of Baozun Inc. (the “**Company**”) and became effective on November 1, 2022.

**I. Purpose**

The purpose of the Audit Committee of the Board (the “**Committee**”) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing, reviewing and maintaining financial and accounting policies, practices and procedures in accordance with generally accepted accounting principles (“**GAAP**”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

**II. Composition**

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of The Nasdaq Stock Market (“**NASDAQ**”) and The Stock Exchange of Hong Kong Limited, U.S. securities laws, the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “**SEC**”), and any other applicable laws, regulations or requirements, subject to any available exception. Each of whom must also be an independent non-executive director under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”). Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an audit committee financial expert as defined under SEC rules and have appropriate professional qualifications or accounting or related financial management expertise. Members of the Committee shall be appointed by the Board. A former partner of the Company’s existing auditing firm should be prohibited from acting as a member of the Committee for a period of two years from the date of his/her ceasing (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is the later.

Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a chair of the Committee (the “**Chair**”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Committee shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal.

### **III. Meetings, Procedures and Authority**

The Committee must meet at least once during each fiscal quarter.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the NASDAQ rules, the HK Listing Rules, the Company's Memorandum and Articles of Association and any other laws or regulations that are applicable to the Company or the Committee.

Full minutes of the Committee meeting should be kept by a duly appointed secretary of the Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Committee for their comments and records, within a reasonable time after the meeting.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

### **IV. Duties and Responsibilities**

#### ***Interaction with the Independent Auditor***

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention, reappointment and removal of the independent auditor, subject to the approval of the shareholders of the Company. The Committee is primarily responsible for making recommendations to the Board on the approval of the terms of engagement of the independent auditor, and any question of its resignation or dismissal. The Committee is also directly responsible for the oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee shall act as the key representative body for overseeing the Company's relations with the independent auditor and discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences.

2. *Policy on non-audit services.* The Committee shall develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. The Committee must report to the Board, identifying and making recommendations on any matters where action or improvement is needed.
3. *Annual Report on Independence.*
  - (a) The Committee must review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences.
  - (b) The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor’s report to satisfy itself of the auditor’s independence.

#### ***Annual Financial Statements and Annual Audit***

4. *Review of Financial Information.* The Committee must monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the committee should focus particularly on:
  - (a) any changes in accounting policies and practices;
  - (b) major judgmental areas;
  - (c) significant adjustments resulting from audit;
  - (d) the going concern assumptions and any qualifications;
  - (e) compliance with accounting standards; and
  - (f) compliance with the rules and regulations promulgated by the SEC and the NASDAQ, the HK Listing Rules and any other applicable legal requirements in relation to financial reporting.

5. *Audit Problems.*

Regarding paragraph 4 above:

- (a) the Committee should liaise with the Board and senior management, and must review and monitor the effectiveness of the audit process in accordance with applicable standards and discuss with the independent auditor any audit problems or difficulties and management's response. The Committee must meet, at least twice a year, with the independent auditors; and
  - (b) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts. The Committee should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.
6. *Form 20-F Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Item 5. Operation and Financial Review and Prospects."

***Other Duties and Responsibilities***

7. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
8. *Oversight of Risk Management and Internal Control Systems.* Unless expressly addressed by a separate board risk committee, or by the Board itself, the Committee must review the Company's financial controls, risk management and internal control systems. The Committee must discuss the Company's policies with respect to risk management and internal control systems with management to ensure that the management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function. The Committee shall also consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings.
9. *Oversight of the Internal Audit Function.* Where an internal audit function exists, the Committee must ensure co-ordination between the internal and independent auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company. The Committee must review and monitor the effectiveness of the internal audit function.

10. *Oversight of Management Letter and Queries from the Independent Auditor.* The Committee must review the independent auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response. The Committee must ensure that the Board will provide a timely response to the issues raised in the independent auditor's management letter.
11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. The Committee shall review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee must ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.
12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee and on matters in Code Provision D.3.3 under Appendix 14 Part 2 of the HK Listing Rules.
13. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.
14. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
15. *Others.* The Committee shall consider other topics, as defined by the Board.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.