

# **COMPENSATION COMMITTEE CHARTER**

## **of the Compensation Committee**

### **of Baozun Inc.**

This Compensation 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 Compensation Committee of the Board (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s directors, executive officers and senior management.

#### **II. Composition**

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market (“**NASDAQ**”) and The Stock Exchange of Hong Kong Limited, U.S. securities laws and any other applicable laws, regulations or requirements, subject to any available exception. Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.

The Committee must also be chaired by an independent non-executive director (the “**Chair**”) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HK Listing Rules**”). Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a 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 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 & Articles of Association and any other laws or regulations that are applicable to the Company or the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ rules and the HK Listing Rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time and consistent with this Charter, the purposes of the Committee, the Company’s Memorandum & Articles of Association and applicable laws and rules, including the NASDAQ rules and the HK Listing Rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

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

1. *Policy Review.* The Committee will review and make recommendations to the Board regarding the policy and structure for all directors', executive officers' and senior management's compensation and on the establishment of a formal and transparent procedure for developing compensation policy.
2. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
3. *Directors' and other Executive Officers' and Senior Management's Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the directors (including non-executive directors) and senior management other than the Chief Executive Officer. The Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group. The Committee must ensure that no director or any of their associates is involved in deciding that director's own compensation.
4. *Compensation Proposals.* The Committee will review, modify (as deemed appropriate) and approve the management's compensation proposals with reference to the Board's corporate goals and objectives. The Committee will consult the Chairman of the Board and/or the Chief Executive Officer about their compensation proposals for other executive directors. The Committee will either:
  - (a) determine the compensation packages of individual executive directors, executive officers, and senior management with delegated responsibility; or
  - (b) make recommendations to the Board on the compensation packages of individual executive directors, executive officers, and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

5. *Compensation Payable for Loss or Termination of Office or Appointment.* The Committee will review and approve compensation payable to executive directors, executive officers and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.

6. *Compensation Arrangements on Dismissal or Removal of Directors for Misconduct.* The Committee will review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
7. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements and will either review or approve or make recommendations to the Board regarding grants and/or awards of equity-based compensation under the Company's incentive compensation and equity-based plans.
8. *Risk Oversight.* The Committee will review the Company's compensation plans, policies and programs to assess whether they encourage excessive or inappropriate risk-taking.
9. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
10. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.
11. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
12. *Other Responsibilities.* The Committee will perform such other duties and responsibilities, consistent with this Charter, NASDAQ rules, the HK Listing Rules, the Company's Memorandum & Articles of Association, governing law, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

## **V. Delegation of Duties**

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