

BYD COMPANY LIMITED
IMPLEMENTATION RULES OF THE REMUNERATION COMMITTEE

ARTICLE 1 OBJECTIVES

- (1) These rules are formulated in accordance with relevant laws, regulations, rules and normative documents and the Articles of Association (hereinafter referred to as the “**Articles of Association**”) of BYD Company Limited (the “**Company**”) and based on its actual situation, aiming to ensure regulated operations, establish effective monitoring and incentive mechanisms and improve corporate governance structure.
- (2) The Remuneration Committee is a special committee of the board of directors (the “**Board**”) and is accountable to the Board.
- (3) The Remuneration Committee is responsible for research, development and review of the remuneration policy and proposals of the directors, the president and other senior management.

ARTICLE 2 MEMBERS OF THE REMUNERATION COMMITTEE

- (1) The Remuneration Committee shall consist of three directors of the Company at least, with independent directors constituting the majority and serving as the convener.
- (2) Members of the Remuneration Committee are appointed and dismissed by the Board.
- (3) The term of office of members of the Remuneration Committee shall be the same as that of directors, renewable upon re-election at its expiry. If during the term, a member of the Remuneration Committee no longer serves as a director or an independent director of the Company, the Board shall fill up the vacancy in time in accordance with these rules in order to meet the requirements herein on the composition of the Remuneration Committee. The member shall perform the relevant duties hereunder until the vacancy is filled up by the Board under these rules.
- (4) The Remuneration Committee shall have one chairman, who shall be an independent director. The candidate of the chairman shall be nominated by the chairman of the Board and considered and approved by the Board.

ARTICLE 3 OPERATION OF THE REMUNERATION COMMITTEE

- (1) Meetings of the Remuneration Committee are divided into regular meetings and extraordinary meetings. When proposed by more than half of its members or by the chairman of the Remuneration Committee, an extraordinary meeting may be convened.
- (2) The Company shall, in principle, provide the relevant materials and information no later than three days before the convening of the meeting of the Remuneration Committee. The Company shall keep the aforesaid meeting materials for at least ten years.
- (3) Meetings of the Remuneration Committee shall be presided over by the chairman. If the chairman is unable to attend meetings, another member (independent director) may be appointed to preside over the meeting.
- (4) Meetings of the Remuneration Committee may be held only if they are attended by more than two-thirds of the members. Each member shall have one vote. Resolutions of the meeting shall be passed by a majority of all members. Where a member of the Remuneration Committee fails to be present, he/she may appoint in writing other member to exercise functions and powers on his/her behalf.
- (5) Other directors, the president and other senior management of the Company may be invited by the Remuneration Committee to attend its meeting as non-voting participants as necessary.
- (6) Records shall be made for meetings of the Remuneration Committee, with the meeting minutes and resolutions to be submitted to the Board after the meetings. All members present at the meetings shall sign on the minutes and resolutions. Any objection to the resolutions by a member present at the meetings shall be recorded in the meeting records or minutes.
- (7) A meeting of the Remuneration Committee may be held on site or by way of telecommunications including teleconference meeting, video conference and written proposal meeting, etc.
- (8) Where a meeting of the Remuneration Committee is held by way of written proposals, the written proposals shall be despatched by email, facsimile, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after voting by the members. A proposal signed by consenting members who constitute a quorum as specified hereunder shall become a resolution of the committee.
- (9) The Remuneration Committee shall consult with the chairman of the Board and/or the president in respect of the proposed remunerations for other executive directors. The Remuneration Committee may seek recommendations from professionals, if necessary. Resolutions passed by and voting results of the Remuneration Committee shall be submitted to the Board of the Company in writing (unless prohibited by the laws or regulatory restrictions).
- (10) The Remuneration Committee shall be provided with sufficient resources to exercise its functions and powers.

ARTICLE 4 DUTIES OF THE REMUNERATION COMMITTEE

- (1) to make recommendations to the Board on the formulation of the remuneration plans and proposals of directors, president and other senior management (including but not limited to the performance evaluation criteria, procedures and key evaluation systems, and major incentive and penalty plans and systems, etc.);
- (2) to study the assessment standards of directors, president and other senior management, review the performance of duties by directors, president and other senior management of the Company and conduct annual performance evaluations;
- (3) to supervise the implementation of the Company's remuneration system, examine and approve performance-based remuneration with reference to corporate objectives as approved by the Board from time to time;
- (4) to formulate or change the share incentive schemes and the employee stock ownership plan, and the conditions for the granting of, and exercise of, the rights and interests of the incentive participants; make the arrangements for the stock ownership plan for directors and senior management in relation to the proposed spin-off of relevant subsidiary(ies); the Remuneration Committee shall express opinions on the following matters: whether the drafts of the share incentive schemes and the employee stock ownership plan are conducive to the sustainable development of the Company, whether there are circumstances that significantly harm the interests of the Company and the legitimate rights and interests of minority shareholders, whether employees' opinions on the plans have been sought before launch and whether the Company has compelled employees to participate in the employee stock ownership plan through methods such as apportionment or forced allocation. If the Remuneration Committee deems necessary, it may suggest the Company to engage an independent financial advisor to provide professional opinions on above matters. If no independent financial advisor has been engaged based on the suggestion, the Company shall provide special explanation in this regard;
- (5) to exercise the following duties as authorized by the Board: to determine the specific remuneration of all the executive directors, president and other senior management, including non-monetary benefits, pension rights and compensation, including any compensation payable in the event of loss or termination of office or appointment;
- (6) to review and approve the compensation payable to executive directors, president and other senior management for any loss or termination of office or appointment to ensure that such compensation is consistent with contractual terms; if not, the compensation shall also be fair and reasonable without imposing undue burden on the Company;
- (7) to review and approve the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such compensation arrangements are consistent with contractual terms; if not, the compensation shall also be reasonable and appropriate;
- (8) to make recommendations to the Board on the remuneration of the non-executive directors;
- (9) to ensure that none of the directors or any of their associates determines their own remunerations; and
- (10) other matters authorized by the Board.

If the Board does not adopt or does not fully adopt the recommendations of the Remuneration Committee, it shall record the opinion of the Remuneration Committee and the specific reasons for its non-adoption in the resolutions of the Board and disclose the same.

ARTICLE 5 DUTIES AND POWERS OF THE CHAIRMAN OF THE REMUNERATION COMMITTEE

- (1) to convene and chair the meetings of the Remuneration Committee;
- (2) to supervise and inspect the implementation of resolutions of meetings of the Remuneration Committee;
- (3) to sign on important documents of the Remuneration Committee;
- (4) to make reports to the Board on a regular basis or in line with the arrangements of the Board;
- (5) other duties and powers authorized by the Board.

ARTICLE 6 ABSTENTION

When the Remuneration Committee evaluates a director individually or discusses his or her remuneration, the director shall abstain from the meeting.

ARTICLE 7 MISCELLANEOUS

- (1) Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.
- (2) Matters not dealt with herein shall be executed in accordance with the relevant local and overseas laws, administrative regulations, provisions of relevant securities regulatory authorities, relevant rules of the stock exchange where the Company' shares are listed and the Articles of Association.
- (3) These rules shall come into effect from the date of approval by the Board.
- (4) These rules shall be interpreted by the Board.

BYD COMPANY LIMITED

30 October 2025