Pony AI Inc.

Compensation Committee Charter

Initially adopted October 17, 2024 and amended on April 10, 2025
(which amendment becomes effective immediately upon the Company's listing on
The Stock Exchange of Hong Kong Limited)

Purpose and Scope

The Compensation Committee (the "**Committee**") is created by the Board of Directors (the "**Board**") of Pony AI Inc. (the "**Company**") to discharge the responsibilities set forth in this charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this charter.

Membership

The Committee shall consist of one or more members of the Board, comprising a majority of independent non-executive directors. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairperson of the Committee, who must be an independent non-executive director.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

In addition to any other responsibilities which may be assigned from time to time by the Board or otherwise required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Committee is responsible for the following matters.

Executive Compensation

- The Committee should consult the chairman of the Board and/or Chief Executive Officer about their remuneration proposals for other executive directors.

- The Committee shall review and evaluate and shall make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

- The Committee shall review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives.

- The Committee shall either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including fixed pay, annual bonuses, shares or other incentive awards, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

- The Committee shall make recommendations to the Board on the remuneration of non-executive directors.

- The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries.

- The Committee shall review and approve compensation payable to executive directors 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.

- The Committee shall 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.

- The Committee shall ensure that no director or any of his associates is involved in deciding his own remuneration.

- The Committee shall review and approve the compensation of the Chief Executive Officer and each of the Company's other executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:

    - identify, review and approve corporate goals and objectives relevant to executive officer compensation;

    - review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;

    - evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and

    - determine any long-term incentive component of each executive officer's compensation.

Management Succession

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for executive officer selection and succession in the event of the incapacitation, retirement or removal of the executive officers, and evaluations of, and development plans for, any potential successors to the executive officers.

Compensation Policies and Plans

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation, equity-based plans that are subject to Board approval. The Committee shall review and/or approve matters relating to any other share schemes under Chapter 17 of the Listing Rules of the Company (including any amendments thereto), especially, the Committee shall ensure share options or awards offered by the Company and/or its subsidiaries are in accordance with Chapter 17 of the Listing Rules (including any amendments thereto), as applicable, including without limitation (i) where share options or awards are granted to directors and/or senior management with a vesting period of less than 12 months, forming views on why a shorter vesting period is appropriate and how such grants align with the purpose of the relevant share incentive scheme; and (ii) where share options or awards are granted to the directors and/or senior management without performance targets and/or clawback mechanism, forming views as to why performance targets and/or a clawback mechanism is/are not necessary and how such grants align with the purpose of the relevant share incentive scheme. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

Reporting to the Board

- The Committee shall report to the Board periodically.

- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate for it to carry out its duties. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the Nasdaq rules.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No executive officer should attend that portion of any meeting where such executive officer's performance or compensation is discussed, unless specifically invited by the Committee.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Voting on Committee matters shall be on a one vote per member basis. All matters submitted for voting shall require voting by a majority of the Committee. The Chairperson could cast a tiebreaking vote when the Committee has a deadlock. Full minutes of Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the meetings signed by the chairperson of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

A resolution in writing (in one or more counterparts), signed by all of the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. When signed a resolution may consist of several documents each signed by one or more of the Committee members.