Pony AI Inc.

Nomination 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

The Nomination Committee (the "**Committee**") is created by the Board of Directors (the "**Board**") of Pony AI Inc. (the "**Company**") to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;
- recommend to the Board director nominees for election at the next annual or extraordinary general meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board; and
- oversee and set compensation for the Company's directors.

Membership

The Committee shall consist of one or more members and at least one director of a different gender. 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 either the chairman of the Board or an independent non-executive director. The majority of the Committee members must be independent non-executive directors.

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, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.

- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall identify and recommend individuals suitably qualified for membership on the Board and its committees and make recommendations to the Board on the selection of individuals nominated for directorships. The Committee shall also make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive. In making its recommendations for Board and committee membership, the Committee shall:

    - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee or other committee membership purposes);

    - in evaluating current directors for re-nomination to the Board or re – appointment to any Board committees, assess the performance of such directors;

    - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;

    - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable; and

    - consider any other factors deemed appropriate by the Committee or the Board.

Evaluating the Board and its Committees

- The Committee shall review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

- The Committee shall assess the independence of independent non-executive directors.

- The Committee shall support the Company's regular evaluation of the Board's performance.

Director Compensation

- The Committee shall review and approve compensation (including equity – based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall:

    - identify corporate goals and objectives relevant to director compensation and

    - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Director Orientation and Continuing Education

- The Committee shall oversee an orientation and continuing education program for directors.

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 periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to, obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary. The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates, compensation consultants as to director compensation and legal counsel, including sole authority to approve all such advisers' and search firm's 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 delegate its authority to subcommittees or the Chairperson of the Committee when it deems it to be 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.

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 tie-breaking 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.