Pony AI Inc.

CORPORATE GOVERNANCE 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 Corporate Governance Committee (the "**Committee**") is created by the Board of Directors (the "**Board**") of Pony AI Inc. (the "**Company**") to:

- review the Company's actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities; and

- develop and recommend to the Board a set of applicable corporate governance principles including the Code of Business Conduct and Ethics for the Company and oversee compliance with such principles.

Membership

The Committee shall consist of one or more members. 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. The Committee must comprise entirely of independent non-executive directors, one of whom must act as the Chairperson of the Committee.

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.

Corporate Governance

Without prejudice to any requirement under the Corporate Governance Code (the "**Corporate Governance Code**") as contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time) and Rule 8A.30 of the Listing Rules (as amended from time to time), the Committee shall perform the following duties:

(a) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(b) review and monitor the training and continuous professional development of directors and senior management;

(c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

(e) review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report;

(f) review and monitor whether the Company is operated and managed for the benefit of all its shareholders;

(g) confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;

(h) confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;

(i) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;

(j) review and monitor all risks related to the Company's WVR structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;

(k) make a recommendation to the Board as to the appointment or removal of the compliance adviser;

(l) seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules;

(m) report on the work of the Committee on at least a half-yearly and annual basis covering all areas of its charter; and

(n) disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in sub-paragraphs (i) to (k) above in the report referred to in sub-paragraph (m) above.

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 Committee has the sole authority to retain and terminate any advisers, 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 shall preside at each meeting and, in the absence of the Chairperson, one of the other members shall be designated as the acting chairperson of the meeting. 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.