Terms of Reference of the Remuneration and Appraisal Committee Under the Board of Directors

of

China Petroleum & Chemical Corporation

Considered and Approved at the Tenth Meeting of the Ninth Session of the Board of Directors on 9 January 2026

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to clarify the composition and duties of the remuneration and appraisal committee (the "Committee") for the board of directors of China Petroleum & Chemical Corporation (the "Company") and regulate the working procedures, these terms of reference are hereby formulated in combination with the Company's practical situation in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies of China Securities Regulatory Commission and other relevant laws, regulations and normative documents, and the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed (the "Relevant Regulatory Rules") and the Articles of Association of China Petroleum & Chemical Corporation and its appendices (the "Articles").

Article 2 The Committee is a special committee under the board of directors, performing its duties in accordance with the Articles and the authorization of the board of directors.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 3 Independent directors shall be in the majority of the Committee. There shall be one chairman of the Committee, who shall be an independent director member designated by the board of directors.

The office under the Committee shall be established to take charge of the relevant detailed matters.

Article 4 The members of the Committee shall be nominated by the chairman of the board of directors, 1/2 or more of the independent directors or 1/3 or more of the directors, and shall be appointed by the board of directors.

Article 5 The term of a member of the Committee shall be concurrent with the term of a director. If a member ceases to be a director of the Company during the term, such member shall at the meantime cease to be a member, and the Company shall make up the number in accordance with Articles 3 and 4 above, if necessary.

Article 6 The Committee may appoint consulting member(s), who shall provide consulting opinions as required by the Committee.

CHAPTER 3 RESPONSIBILITIES AND DUTIES OF THE COMMITTEE

Article 7 The Committee is responsible for formulating the appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing remuneration policies and plans such as the mechanism for determining and decision-making process of the remuneration of directors and senior management, supervising the implementation of the remuneration system, and for making recommendations to the board of directors on the following matters:

(1) the remuneration of directors and senior management.

(2) the formulation or amendment of stock incentive plans and employee stock ownership plans, the granting of rights to incentive targets and the achievement of conditions for the exercise of such rights by them.

(3) arrangements for directors and senior management to participate in stock ownership plans in subsidiaries intended to be spun-off.

(4) other matters stipulated in the Relevant Regulatory Rules or authorized by the board of directors.

When determining the remuneration of directors and senior management, the Committee shall consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the relevant personnel, and their other positions within the Company etc.; and determine the remuneration for management with reference to factors such as the corporate goals and objectives resolved by the board of directors and performance. The Committee shall ensure that no director or any of his/her associates is involved in deciding his/her own remuneration or his/her own performance appraisal. When compensation arrangements are involved for directors and senior management relating to dismissal, termination or removal of their appointment for misconduct, the Committee shall review and give advice on such arrangements.

Article 8 The chairman of the Committee shall perform the following responsibilities and duties:

(1) To convene and preside over the meetings of the Committee.

(2) To take charge of the day-to-day operation of the Committee.

(3) To review, determine and sign the reports and other important documents of the Committee.

(4) To organize the inspection of how the opinions and suggestions of the Committee adopted by the board of directors are implemented.

(5) To report work to the board of directors on behalf of the Committee.

(6) Other duties to be performed by the chairman of the Committee.

If the chairman of the Committee is unable or fails to perform his/her duties, an independent director member shall take his/her place in the performance of such duties; if there are 2 or more independent director members, 1/2 or more of the members may jointly propose one independent director member to take his/her place in the performance of such duties.

CHAPTER 4 MEETING RULES FOR THE COMMITTEE

Article 9 The Committee shall hold at least one regular meeting each year and shall hold extraordinary meetings as needed.

Article 10 The chairman of the Committee shall approve the issue of a notice convening an extraordinary meeting within 5 days from the date of receipt of such proposal in any one of the following events:

(1) where the chairman of the Committee considers necessary.

(2) where 2 or more members of the Committee propose.

The members proposing the meeting shall provide relevant materials for the matters to be considered at the same time.

Article 11 The secretary to the board of directors shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. Each person who puts forward the relevant resolutions shall submit the resolutions and relevant explanatory materials before the date of the meeting. Any matters that are required to be considered in advance by the special meeting of the independent directors in accordance with the Relevant Regulatory Rules and the Articles shall only be submitted to the Committee for consideration after completing the prescribed procedures.

The relevant materials shall be submitted to the chairman of the Committee after being scrutinized by the secretary to the board of directors, who shall also set out the time, venue and agenda of the meeting in the materials submitted.

Article 12 A meeting of the Committee shall be convened by the chairman of the Committee who shall approve the issue of the notice of the meeting.

Article 13 For a regular meeting of the Committee, the notice and meeting materials shall be sent to members at least 10 days in advance, and for an extraordinary meeting, the notice and meeting materials shall be sent to members at least 5 days in advance.

The meeting materials shall include the notice of the meeting and relevant materials signed by the convener of the meeting. The notice of the meeting shall generally set out the following:

(1) the time and venue of the meeting.

(2) the main matters to be discussed at the meeting and relevant meeting documents.

(3) the date of the issue of the notice.

The notice of the meeting or written materials may be delivered to members by personal delivery, post, email, or other means. The notice shall be in Chinese, with an English version attached if necessary.

Article 14 Under special circumstances, where an extraordinary meeting of the Committee needs to be held as soon as possible, notice may be sent by way of telephone communication, oral communication or other methods at any time, provided that the convener shall explain at the meeting and the situation shall be recorded in the minutes of the meeting.

Any member may waive the right to receive the notice of meeting and materials within the time limit stipulated in these terms of reference. Notice of a meeting and materials shall be deemed to have been given to any member who attends the meeting without protesting against, before or at its commencement, any lack of notice or materials.

Article 15 All the meetings of the Committee may be held by the way of on-site meetings.

Apart from on-site meetings, the meetings of the Committee may be held by the way of video, telephone, written resolutions, or any other methods, provided that members are ensured to fully communicate and express their opinions.

When the Company holds the meetings by way of video or telephone, all attending members shall be deemed to have attended the meeting in person, provided that the attending members are able to hear clearly other members who speak at the meeting and communicate among themselves. The meetings held by this way shall be recorded or videotaped. In the event that the members are unable to sign for the resolutions on site, they shall express their opinions orally or by a show of hands during the meeting and shall complete the signing procedures as soon as practicable. The verbal or show-of-hands voting by a member shall have the same effect as signing the resolutions, provided that there is no discrepancy between the written signatures and opinions expressed by such member in completing signing procedure and the opinions orally or by a show of hands expressed by him/her during the meeting. In case of any inconsistency, the vote cast at the meeting shall prevail.

In the case where an on-site meeting or a video or telephone meeting or a meeting by other methods is impractical, the meeting of the Committee may be held by written resolutions, in which case the proposed resolutions for consideration and approval shall be sent in writing form to all of the members for their voting, and members participating in the vote shall complete the corresponding written signature procedures within the time limit specified in the notice of the meeting. Unless otherwise expressed by the members on the resolution, signing on the written resolutions by the members shall be sufficient evidence that they have agreed to the resolutions.

Article 16 After the issue of the notice for a meeting of the Committee and materials and before the date of the meeting, the secretary to the board of directors shall be responsible for, or shall organize and arrange the communication and liaison with all committee members, especially the independent director members, to seek their opinions or suggestions in respect of the resolutions of the meeting, and shall pass on these opinions or suggestions in a timely manner to the persons who put forward the resolutions, so as to enable necessary amendments to be made to them. The secretary to the board of directors shall also, in a timely manner, arrange for the provision of the supplemental materials which are required for the committee members to make decisions on the resolutions of the meeting, including the background information relating to the subject of the meeting and other information which will assist the committee members in making scientific, efficient and prudent decisions.

Article 17 Meetings of the Committee shall be held only if a majority of all committee members (including committee members who have delegated other members to attend the meeting of the Committee on their behalf by written proxy) attend.

Article 18 Committee members shall attend the meeting of the Committee in person. Where a committee member is unable to attend a meeting for any reason, he/she may appoint another committee member to attend the meeting on his/her behalf by written proxy form, provided that he/she has reviewed the meeting materials in advance and formed a clear opinion. The proxy form shall set out the name of the attorney, the particulars of the proxy and the scope of authorization, duration of the validity of such authorization, and shall be signed or sealed by the appointer. If matters of voting are involved, the appointer shall explicitly state his/her opinion on each matter as to whether he/she is voting for, against, or abstaining in the power of attorney. The responsibility of a member for matters subject to voting shall not be exempted by appointing another member to attend on his/her behalf.

Committee members shall not make or accept a proxy without voting intentions, a full proxy, or a proxy with an unclear scope of authorization.

Where a committee member doesn't attend a meeting and fails to appoint a proxy to act on his/her behalf, such committee member shall be deemed to have waived his/her rights to vote at the meeting.

Article 19 In considering the relevant plans, resolutions and reports, in order to understand the key points and the background information of the resolutions in detail, the meeting of the Committee may require the heads of the departments which are responsible for handling the resolutions to attend the meeting to listen to and make inquiries of the relevant statements made at the meeting. If, in the course of the meeting, any resolutions considered are found to be unclear or infeasible, the Committee shall require the departments which are responsible for handling the resolutions to give a statement at the meeting, and the resolutions can be returned to such departments for re-handling without voting.

Article 20 In considering the resolutions at the meeting of the Committee, all attending members shall deliver their opinions in respect of voting for, against of such resolutions or abstention from voting.

The committee members who are acting as proxies of others shall exercise the rights of voting within the authorization.

Article 21 A resolution of the Committee may be decided by way of: show of hands or verbal, or written poll. Each member shall have one vote.

Article 22 A resolution of the Committee shall be passed by a majority of the members attending the meeting.

Where a member has an interest in the matter considered at the meeting, he/she shall report to the Committee in a timely manner and recuse himself/herself. The interested member shall not exercise his/her voting right on such matter, nor shall he/she exercise the voting right on behalf of other members. Such matter shall be passed by a majority of the non-interested members. In the event that the Committee is unable to form a resolution due to the recusal of members, such matter shall be considered directly by the board of directors.

Article 23 The minutes shall be prepared for the meeting of the Committee, and the attending committee members shall sign the minutes of the meeting. The minutes of the meeting shall state the following:

(1) the date, venue, and name of the convener of the meeting.

(2) the names of the attending committee members and the names of the committee members (proxies) attending the meeting of the Committee on behalf of others.

(3) the agenda of the meeting.

(4) the key points of the committee members' presentations (the written resolution meeting shall be subject to the committee members' feedback in writing).

(5) the voting methods and outcome for each resolution (the outcome of the voting shall set out the respective numbers of votes that are voting for, against or abstained).

The minutes of the meeting of the Committee, being an important document of the Company, shall be kept at the business address of the Company for at least 10 years.

CHAPTER 5 GUARANTEE FOR THE COMMITTEE'S PERFORMANCE

Article 24 The senior management and relevant departments of the Company shall actively support and cooperate with the work of the Committee, and earnestly study and implement the opinions and requirements raised by the Committee.

Article 25 The Committee's working fund shall be included to the budget of the Company and be guaranteed to be sufficient.

When performing its duties, the Committee shall have the right to engage a professional institution to provide professional advice, and the reasonable fees incurred in connection therewith shall be borne by the Company. The Committee shall investigate the experience and background of the professional institution it engages to ensure the opinions formed by such professional institution are fair and impartial and without prejudice to the interests of the Company. The professional institution so engaged shall enter into a confidentiality agreement with the Company.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 26 The establishment and amendments of these terms of reference shall come into effect upon the approval of the board of directors of the Company, and shall be interpreted by the board of directors.

Article 27 In the case of any conflict between these terms of reference and the Relevant Regulatory Rules or the Articles promulgated from time to time, the latter shall prevail.