首钢朗泽
Shougang LanzaTech

BEIJING SHOUGANG LANZATECH TECHNOLOGY CO., LTD.
北京首鋼朗澤科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD OF DIRECTORS

Set out below are the terms of reference (the "**Terms of Reference**") of the Remuneration and Appraisal Committee of the board of directors (the "**Committee**") of Beijing Shougang LanzaTech Technology Co., Ltd. (the "**Company**").

1. PURPOSE

1.1 The purpose of the Committee is to make recommendations to the board (the "**Board**") of directors (the "**Directors**") of the Company in determining the policy and structure for the remuneration of Directors and senior management of the Company including remuneration packages, bonuses and other compensation, to establish a formal and transparent procedure for developing remuneration policy, to evaluate the performance of Directors and senior management of the Company, to review and approve incentive schemes and the terms of Directors' service contracts, and to recommend the remuneration packages for all Directors and senior management of the Company.

2. COMPOSITION

2.1 Members of the Committee shall be appointed by the Board from time to time and shall consist of at least three members and a majority of independent non-executive Directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time).

2.2 The Board shall appoint one member of the Committee as the chairman (the "**Chairman**"), who must be an independent non-executive Director.

3. MEETINGS

3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.

3.4 Members of the Committee may be represented at a meeting of the Committee by an alternate appointed by him or her.

3.5 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

3.6 A meeting of the Committee may be convened by any of its members.

3.7 A quorum shall be two members of the Committee.

3.8 Unless otherwise agreed by all the members of the Committee, notice of at least seven days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.

3.9 The agenda and accompanying supporting material shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

3.10 Each member shall have one vote. Subject to the Articles, questions raised at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

3.11 The members of the Committee shall appoint a secretary of the Committee (the "**Secretary**") to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members of the Committee present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman or the Secretary of the meeting or succeeding meeting.

3.12 Full minutes of meeting of the Committee shall be kept by the Secretary or any of the joint company secretaries of the Company. They shall be open for inspection at any reasonable time on reasonable notice by any Director.

3.13 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

3.14 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. ACCESS

4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.

4.2 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.

5. REPORTING PROCEDURES

5.1 The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.

5.2 The Committee shall consult the chairman of the Board and/or chief executive officer of the Company about the remuneration proposals of executive Directors, and also seek independent professional advice if considered necessary.

5.3 The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

6. AUTHORITY

6.1 The authorities and responsibilities of the Committee shall include such authorities and responsibilities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 to the Listing Rules (as amended from time to time).

7. RESPONSIBILITIES AND DUTIES

7.1 Without prejudice to any requirement under the CG Code, the Committee shall perform the following duties:

(a) to make recommendations to the Board on the Company's policy and structure for the remuneration of all the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing remuneration policy;

(b) to review and approve the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;

(c) to make recommendations to the Board on the remuneration packages of executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(d) to make recommendations to the Board on the remuneration of non-executive Directors;

(e) to consider factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of Directors and senior management of the Company, and the employment conditions of other positions of the Company and its subsidiaries;

(f) to consider the level of remuneration required to attract and retain Directors to manage the Company successfully;

(g) to ensure that no Director or any of his/her associates is involved in deciding his or her own remuneration. For the avoidance of doubt, members of the Committee must not be involved in deciding his or her own remuneration;

(h) to review and approve compensation payments and arrangements to Directors and senior management of the Company for loss or termination of their office or appointment, or dismissal or removal for misconduct to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(i) to determine the policy for the remuneration of executive Directors, assessing performance of executive Directors, approving the terms of executive Directors' service contracts, and reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules; and

(j) to give its opinion to shareholders of the Company on how to vote in respect of any service contracts of Directors that require shareholders' approval in accordance with the Listing Rules, notify the shareholders the reasonableness of the relevant terms, make suggestions on the overall interests of the Company and its shareholders regarding the relevant contracts, and suggest how the shareholders vote on the resolutions.

8. ANNUAL GENERAL MEETING

8.1 The Chairman or in his or her absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the "**AGM**") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

9. OTHERS

9.1 The Terms of Reference, after being resolved and approved by the Board, shall become effective. The special rules specifically for listed companies in the Terms of Reference shall come into effect from the date of the public offering and listing of the Company's shares.

9.2 Matters not covered in the Terms of Reference shall be implemented in accordance with the provisions of the relevant laws, administrative regulations and normative documents of the PRC, and the Articles of Association. In case of any conflict between the Terms of Reference and any future laws, administrative regulations and normative documents of the PRC or the Articles of Association as amended by legal procedures, the relevant laws, administrative regulations and normative documents of the PRC, and the Articles of Association shall prevail, and the Terms of Reference shall be amended immediately and submitted to the Board for approval.

9.3 The right of interpretation of the Terms of Reference belongs to the Board.