

# XPENG INC.

## COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of XPeng Inc., a Cayman Islands company (the “**Company**”) on August 20, 2020, and shall become effective immediately upon the Company’s listing on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). The Charter is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Charter, the English version shall prevail over the traditional Chinese version.

### I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board is (1) to discharge the Board’s responsibilities relating to compensation of certain of the Company’s executives, including reviewing and evaluating and, if necessary, revising the compensation plans, policies and programs of the Company adopted by the Company’s management, and (2) to review and approve the annual report on executive compensation for inclusion in the Company’s annual report on Form 20-F filed with the United States Securities and Exchange Commission (the “**SEC**”). The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s shareholders.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and must carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Memorandum and Articles of Association, as amended and restated from time to time (the “**Memorandum and Articles of Association**”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### II. Membership

The Committee shall be composed of at least two directors as determined by the Board.

The members of the Committee, including the chairperson of the Committee (the “**Chairperson**”), shall be appointed by the Board. The Chairperson must be an independent non-executive director. Committee members may be removed from the Committee, with or without cause, by the Board. The majority of the Committee members must be independent non-executive directors.

### III. Meetings and Procedures

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Memorandum and Articles of Association that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least once per year and more frequently as the Committee deems necessary or desirable. The Chairperson or any member of the Committee may call a meeting of the Committee. Any meeting of the Committee may be conducted in person or via telephone conference.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined solely in the Committee's discretion, for payment of compensation to any such persons retained by the Committee.

The Committee will cause to be kept adequate minutes of all its proceedings. The Chairperson shall report to the Board following meetings of the Committee if requested by the Chairman of the Board. Full minutes of meeting of the Committee shall be kept by a duly appointed secretary (the "**Secretary**") of the meeting and shall be open for inspection at any reasonable time on reasonable notice by any director.

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.

The agenda and accompanying supporting papers 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).

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

The corporate governance report (the “**CG Report**”) prepared with reference to Appendix 14 of the Listing Rules must include a summary of the work of the Committee, with regards to its Charter, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review and evaluate and shall make recommendations to the board on the issuer’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.
2. The Committee shall, at least annually, review and evaluate the performance of the Company’s Chairman, Chief Executive Officer and Chief Financial Officer (individually, the “**Senior Officer**” and collectively, the “**Senior Officers**”); and shall either
  - i. 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.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

3. The Committee shall review and approve the management’s remuneration proposals with reference to the board’s corporate goals and objectives.
4. The Committee shall make recommendations to the board on the remuneration of non-executive directors.
5. The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
6. 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.

7. 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.
8. The Committee shall ensure that no director or any of his associates is involved in deciding his own remuneration.
9. The Committee shall review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
10. The Committee shall be responsible for reviewing all annual bonus, long-term incentive compensation, share option, employee pension and welfare benefit plans, and with respect to each plan, shall have responsibility for:
  - (a) setting performance targets of the Senior Officers under all annual bonus and long-term incentive compensation plans as appropriate;
  - (b) certifying that any and all performance targets of the Senior Officers under any performance-based equity compensation plans have been met before payment of any bonus or compensation or exercise of any executive award granted under any such plan(s) to any Senior Officer;
  - (c) administering each equity compensation plan in accordance with the terms thereof;
  - (d) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to the Senior Officers, including share options and other equity rights (*e.g.*, restricted stock, stock purchase rights); and
  - (e) conducting an annual review of all compensation plans, including reviewing each plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of each plan's internal and external administrators if any duties have been delegated.
11. The Committee shall periodically review the Company's policies concerning perquisite benefits.
12. The Committee shall periodically review the Company's policies with respect to change of control or "parachute" payments, if any.
13. The Committee shall review and approve Senior Officer and director indemnification and insurance matters.
14. The Committee shall review and approve any employee loans in an amount equal to or greater than one hundred and twenty thousand United States dollars (US\$120,000.00).
15. The Committee shall review and approve the annual report on executive compensation for inclusion in the Company's annual report on Form 20-F filed with the SEC.

16. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **V. Access**

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.

## **VI. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate its responsibilities as to matters that involves the compensation of any Senior Officers or directors as set forth in paragraphs 2, 3 and 5 of Section IV.