

ZEEKR Intelligent Technology Holding Limited

ESG COMMITTEE CHARTER

Purpose and Scope

The Environmental, Social and Governance (the “**ESG**”) Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of ZEEKR Intelligent Technology Holding Limited (the “**Company**”) to assist the Board in discharging its oversight responsibility related to ESG matters. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of one or more members of the Board. 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.

Responsibilities

Primary duties and responsibilities:

- review and discuss with management the Company’s ESG strategy, initiatives, and policies;
- review and monitor the operational, regulatory, and reputational risks and impacts of ESG on the Company and provide insight and guidance with respect to the Company’s management of such risks and impacts;
- review and discuss reports from management regarding the Company’s progress toward its key ESG objectives;
- provide input and guidance with respect to communications with employees, investors, and other stakeholders, as appropriate, regarding the Company’s position on or approach to ESG matters;
- review and assess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes for approval by the Board; and
- perform any other activities consistent with this Charter, the Company’s Articles of Incorporation and the Company’s Bylaws as this Committee or the Board may deem necessary, advisable or appropriate for the Committee to perform.

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 or obtain the advice of legal counsel, consultants or other experts and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' 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. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the New York Stock Exchange rules.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to the Chairperson of the Committee when it deems it 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 shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair 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.

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.