

**CONTEMPORARY AMPEREX TECHNOLOGY CO., LIMITED**  
**寧德時代新能源科技股份有限公司**

**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

**CHAPTER 1 GENERAL PROVISIONS**

- Article 1** In order to improve the corporate governance structure of Contemporary Amperex Technology Co., Limited (hereinafter referred to as the “**Company**”), enhance the scientific and democratic nature of the election procedures for the Board of Directors, and optimize the composition of the Board of Directors, the Company hereby resolves to set up a nomination committee (hereinafter referred to as the “**Nomination Committee**” or “**Committee**”).
- Article 2** In an effort to ensure that the work is carried out by the Nomination Committee in a standardized and efficient manner, the Board of Directors of the Company has formulated these terms of reference (the “**Terms of Reference**”) in accordance with the relevant provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”) and other relevant laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed (including Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited) and the Articles of Association of Contemporary Amperex Technology Co., Limited (hereinafter referred to as the “**Articles of Association**”).
- Article 3** The Nomination Committee is a specialized working body under the Board of Directors, primarily responsible for studying and making recommendations on the candidates, selection criteria and procedures for election of the directors and senior management of the Company and shall be accountable to the Board of Directors.
- Article 4** The Nomination Committee shall make resolutions in accordance with the Articles of Association, the Terms of Reference and the requirements of other relevant laws, administrative regulations, departmental rules, regulatory documents, as well as the securities regulatory rules of the place(s) where the shares of the Company are listed.

## CHAPTER 2 COMPOSITION

**Article 5** The Nomination Committee consists of three members, including two independent directors, and should include at least one director of a different gender.

The meaning of “independent directors” in the Terms of Reference is the same as that of “independent non-executive directors” under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**Article 6** Members of the Nomination Committee shall be nominated by Chairman of the Board of Directors, more than half of the independent directors or one-third of all directors and shall be elected by the Board of Directors. Once the proposal to elect members of the Nomination Committee is approved, the new members shall take office immediately after the Board meeting.

**Article 7** The Nomination Committee shall have a chairman who shall be an independent director. The chairman of the Nomination Committee shall be elected from the members, subject to the approval of the Board of Directors.

**Article 8** The chairman of the Nomination Committee is responsible for convening and presiding over the meetings of the Nomination Committee. In case of failure or inability to perform his/her duties, the chairman of the Nomination Committee shall designate another member to act on his/her behalf.

**Article 9** The term of office of the members of the Nomination Committee shall be the same as that of directors of the Board of Directors of the same session. A member of the Nomination Committee may be re-elected upon the expiration of his/her term of office. If a member ceases to be a director of the Company during his/her term of office, he/she will automatically lose his/her membership in the Nomination Committee, and the vacancy shall be filled by the Board of Directors in accordance with the provisions of the Terms of Reference.

**Article 10** If the number of the Nomination Committee members falls to less than three as a result of resignation or removal of members or for other reasons, the Board of Directors of the Company shall elect new members as soon as possible.

**Article 11** The requirements of the Company Law, the securities regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association on obligations of directors are applicable to the members of the Nomination Committee.

### CHAPTER 3 DUTIES AND AUTHORITY

**Article 12** The Nomination Committee shall be responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

- (I) to make recommendations to the Board at least annually on the size and composition of the Board of Directors based on the Company's operating activities, asset size and shareholding structure, including the structure, size and composition of the Board of Directors (including in terms of skills, knowledge and experience), assist the Board of Directors in maintaining a board skillset and make recommendations to the Board of Directors on any proposed changes to the Board of Directors to align with the Company's strategy;
- (II) to nominate or appoint or remove directors, identify those who have the appropriate qualifications to serve as directors and select and nominate such individuals to serve as directors or provide advice thereon to the Board of Directors, and make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors;
- (III) to support the Company in assessing the performance of the Board of Directors on a regular basis;
- (IV) to review the independence of independent directors;
- (V) to formulate a policy on board diversity, and to disclose such policy or a summary of the policy in the corporate governance report;
- (VI) to appoint or dismiss senior management;
- (VII) other authorities as stipulated by laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association and delegated by the Board of Directors of the Company.

The Board of Directors of the Company shall give full consideration to the recommendations of the Nomination Committee. If recommendations of the Nomination Committee are not adopted or fully adopted by the Board of Directors, the opinions of the Nomination Committee and the specific reasons thereof shall be recorded in the resolutions of the Board of Directors and disclosed accordingly.

**Article 13** After considering the matters set out in the previous article hereof, the Nomination Committee shall form a resolution at the meeting of the Nomination Committee, and submit it to the Board of Directors of the Company along with relevant proposals.

**Article 14** The Nomination Committee shall exercise its powers and duties in compliance with the provisions of the Company Law, the Articles of Association, the securities regulatory rules of the place(s) where the shares of the Company are listed and the Terms of Reference without detriment to the interests of the Company and the shareholders.

**Article 15** The Company shall provide the Nomination Committee with the necessary working conditions, and designate the office of the Board of Directors to undertake the daily work of the Nomination Committee such as work liaison, meeting organization, material preparation and file management. Senior management and the relevant departments of the Company shall cooperate with the Nomination Committee when performing its duties at the cost of the Company.

#### **CHAPTER 4 CONVENING AND NOTICES OF MEETINGS**

**Article 16** The meetings of the Nomination Committee comprise regular meetings and extraordinary meetings.

The Nomination Committee shall convene at least one regular meeting in each accounting year.

An extraordinary meeting of the Nomination Committee may be convened at the request of the Board of Directors, Chairman of the Board of Directors, the chairman of the Nomination Committee or the joint request of two or more members of the Nomination Committee.

**Article 17** The regular meetings of the Nomination Committee are convened primarily to discuss and consider the work performance of the Company's directors and senior management in the last year and whether there is any need for replacement of directors and senior management.

In addition to those provided in the preceding paragraph, any matters specified in the notice of meetings within the Terms of Reference for the Nomination Committee may also be discussed at regular meetings of the Nomination Committee.

**Article 18** In principle, meetings of the Nomination Committee shall be held on site, and may be convened by video call, telephone or other means in accordance with the procedures, when necessary, provided that all attendees can fully communicate and express their opinions.

If voting by correspondence other than physical meetings is adopted, members of the Nomination Committee who have signed the meeting resolutions shall be deemed to have attended the relevant meeting and have agreed on the contents of the resolutions.

**Article 19** If the Nomination Committee is to convene a meeting, the office of the Board of Directors of the Company shall, in principle, issue a notice of the meeting no later than three days before the Nomination Committee meeting (excluding the day of the meeting). However, if a meeting needs to be convened as soon as possible due to an emergency, with the consent of all the members, it may be exempt from the above-mentioned period of notice, provided that each member can fully express his/her views and the chairman or convener of the meeting shall make an explanation at the meeting.

**Article 20** A notice of the Nomination Committee meeting shall include at least the following information:

- (I) the time and venue of the meeting;
- (II) the duration of the meeting;
- (III) topics to be discussed at the meeting;
- (IV) the contact person of the meeting and contact details; and
- (V) the date of the meeting notice.

**Article 21** A complete set of proposals shall be attached to the notice of the meeting of the Nomination Committee issued by the office of the Board of Directors of the Company.

**Article 22** Notices of Nomination Committee meetings may be given in writing, by telephone, by email or by other expedited means.

## **CHAPTER 5 CONSIDERATION AND VOTING PROCEDURES**

**Article 23** The Nomination Committee meeting will not be convened unless more than two thirds of the members are present.

The Directors of the Company who are not members of the Nomination Committee may attend the Nomination Committee meeting without voting rights on proposals tabled at the meeting.

**Article 24** A member of the Nomination Committee may attend the meeting in person or appoint another member of the Nomination Committee to attend and exercise the voting rights at the meeting on his/her behalf.

A member may appoint only one other member to exercise the voting rights on his/her behalf, and an appointment of two or more members is invalid.

**Article 25** A member of the Nomination Committee who appoints another member to attend and vote at the meeting on his/her behalf shall submit a power of attorney to the chairman of the meeting.

The power of attorney shall include at least the following information:

- (I) the name of the appointer;
- (II) the name of the proxy;
- (III) matters entrusted;
- (IV) instructions as to how to exercise the voting rights on topics of the meeting (for, against, abstain) and, in the absence of specific instructions, descriptions on if the proxy may vote at his/her discretion;
- (V) validity of the authorisation; and
- (VI) the date of signature of the power of attorney.

The power of attorney shall be signed by the appointer and the proxy.

**Article 26** A member of the Nomination Committee who does not attend a meeting in person or appoint another member to attend on his/her behalf shall be considered to be absent from such meeting.

Should a member fail to attend the meetings of the Nomination Committee twice in a row, he/she shall be deemed to be unable to carry out his/her duties and the Board of Directors may revoke his/her membership.

**Article 27** Resolutions made by the Nomination Committee shall not be valid unless passed by more than half of all members (including those who are not present).

Each member of the Nomination Committee shall have one vote.

**Article 28** After the chairman of the meeting of the Nomination Committee announces the commencement of a meeting, the corresponding content of the proposals under each agenda will be discussed in proper order.

**Article 29** The members of the Nomination Committee would be free to discuss the subject matters considered at the meeting, but order shall be maintained at the meeting.

The chairman of the meeting shall have the right to decide the time for discussion.

**Article 30** Matters proposed at the Nomination Committee meeting are subject to collective consideration and voting on a case-by-case basis, i.e. all the proposals are considered by all members present and then are put to vote one by one according to the order of consideration.

**Article 31** The Nomination Committee may, if considered necessary, invite other persons in connection with the proposals to attend the meeting to provide detailed information or express their opinions. Those who are not members of the Nomination Committee, however, do not have voting rights on the proposals.

**Article 32** Members present at the meeting shall consider the proposals and give full expression of their personal opinions with a conscientious and responsible attitude; members shall be responsible for their own votes.

**Article 33** When the Nomination Committee meeting is held on site, voting can be done by either open ballot or a show of hands.

If voting is done by a show of hands, the order of voting shall be “for”, “against” and “abstain”. Each member present shall have only one vote on one proposal by a show of hands; should a member put his/her hand up more than once, only the last show of hand is valid. If a member attends the meeting on his/her own and another member’s behalves, one vote cast by him/her by a show of hands shall be considered two votes to the extent that his/her appointer agrees with him/her on the proposal; otherwise he/she may cast votes separately according to his/her own and his/her appointer’s opinions; in case the proxy makes no special statements during the voting, an appointer is deemed to agree with his/her proxy.

The chairman of the meeting shall count the votes on each proposal and announce the voting results on the spot, which shall be recorded by the minute taker.

Voting at off-site meetings of the Nomination Committee shall be conducted by means of correspondence.

**Article 34** Meetings of the Nomination Committee shall be recorded by the staff of the office of the Board of Directors of the Company.

## **CHAPTER 6 RESOLUTIONS AND MINUTES OF MEETINGS**

**Article 35** Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Nomination Committee upon announcement by the chairman of the meeting.

The resolutions of the Nomination Committee come into effect after being signed by the members present at the meeting. No modification or alteration shall be made to the resolutions of the Nomination Committee that have become effective without going through the legitimate procedures as required by laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed, the Articles of Association and the Terms of Reference.

**Article 36** A member of the Nomination Committee or the staff of the office of the Board of Directors of the Company designated by them shall report details of the resolutions to the Board of Directors no later than the day after such resolutions have been passed.

**Article 37** Members who participate in the voting on a resolution of the Nomination Committee shall bear joint liability for compensation to the Company should such resolution be in violation of laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association and cause the Company to suffer material damages. However, if a member is proven to have cast his/her votes against such resolution and it was so recorded in the meeting minutes, he/she may be exempt from the liabilities.

**Article 38** The Nomination Committee shall maintain the written minutes of the meeting. Committee members who attend the meeting and the person who takes the minutes shall both sign their names. Committee members present at the meeting have the right to request their explanatory remarks of his or her speech at the meeting to be recorded in the minutes.

**Article 39** The minutes of the meeting of the Nomination Committee shall include at least the following information:

- (I) the date and venue of the meeting and the name of the convener;
- (II) the names of attendees, and those attendees who are proxies should be specified;
- (III) the agenda of the meeting;
- (IV) the highlights of speeches of the members;
- (V) the voting method on each subject or proposal and the corresponding voting results (numbers of votes for and against and the number of votes to abstain shall be set out);
- (VI) other matters that shall be stated and recorded in the meeting minutes.

**Article 40** The resolutions and minutes of meetings of the Nomination Committee shall be kept as the Company's record in the office of the Board of Directors of the Company for a term of not less than 10 years.

## **CHAPTER 7 SUPPLEMENTARY PROVISIONS**

**Article 41** Unless otherwise specified, in the Terms of Reference, the terms “not less than” and “not more than” shall include the number itself.

**Article 42** Any matters not covered in the Terms of Reference shall be conducted in accordance with the requirements of the relevant laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association. Where there is a conflict between the Terms of Reference and the laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed to be promulgated in the future or the Articles of Association as legally modified in the future, the requirements of the laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association shall prevail.

**Article 43** The Terms of Reference shall take effect from the day of approval by the Board of Directors of the Company.

**Article 44** The Terms of Reference shall be interpreted by the Board of Directors of the Company.

**Contemporary Amperex Technology Co., Limited**  
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