

Working Regulations for the Compensation Committee of the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025)

Chapter I General Provisions

Article 1 In order to regulate the decision-making mechanism of the Board of Directors and improve the corporate governance structure of Industrial and Commercial Bank of China Limited (hereinafter referred to as the “Bank”), the Working Regulations are formulated in accordance with the *Company Law of the People’s Republic of China*, the *Commercial Bank Law of the People’s Republic of China*, the *Articles of Association of Industrial and Commercial Bank of China Limited* (hereinafter referred to as the “Articles of Association of the Bank”) and other applicable laws, administrative regulations, rules and normative documents.

Article 2 The Bank establishes the compensation committee of the board of directors (hereinafter referred to as the “Committee”) to assist relevant work of the board of directors. The Committee is responsible for drafting and reviewing the appraisal measures and compensation plans of the Bank’s directors and senior management personnel, implementing the appraisal, and putting forward recommendations to the board of directors.

Chapter II Composition

Article 3 The Committee shall be composed of at least three (3) directors, the majority of whom are independent directors.

Article 4 The Committee shall have one (1) chairperson who is an independent director and presides the work of the Committee.

The major responsibilities of chairperson shall include, among others:

- i. presiding over the Committee meeting and ensuring effective operation and performance of duties of the Committee;
- ii. deciding procedures of the Committee meetings;
- iii. ensuring that all members of the Committee have full knowledge of the issues discussed in the meeting and obtain complete and reliable information;
- iv. ensuring that the Committee reaches a clear conclusion to each proposal which includes passed, rejected and supplementary materials needed;
- v. proposing the convening of special meetings;
- vi. signing resolutions of meetings; and
- vii. other functions and responsibilities regulated by the Working Regulations.

**The English version is for reference only. Should there be any inconsistency
between the English and Chinese versions, the latter shall prevail.**

Article 5 The chairperson and other members of the Committee shall be nominated by the nomination committee of the board of directors and appointed by the board of directors. The removal of chairperson or other members of the Committee shall be proposed by the nomination committee and determined by the board of directors.

Article 6 The term of office of the Committee members shall be in conformity with that of their directorship. At the expiration of the term of office, they could be reelected and reappointed. During the term of office, if any member no longer acts as a director of the Bank, the board of directors shall fill the vacancy in accordance with the provisions of Article 5 to meet the requirement of the Working Regulations on composition of the Committee, and the term of office of supplementary member shall be in conformity with that of the directorship.

Article 7 The main functions of the Committee members shall include, among others:

- i. attending the Committee meetings, actively airing views on the discussed issues, and exercising the right to vote;
- ii. proposing the items of the Committee meetings;
- iii. attending relevant meetings of the Bank as observers or visitors, making investigations and researches, and acquiring necessary reports, documents, materials and other relevant information, for the purpose of performing the duties;
- iv. fully understanding the functions of the Committee as well as the responsibilities as Committee members, being familiar with the operation and management status, business activities and development situation relevant to their responsibilities, and ensuring the capacity of performing the duties;
- v. fully guaranteeing the working time and energy for performing their duties; and
- vi. other functions and responsibilities regulated by the Working Regulations.

Chapter III Functions and Powers

Article 8 Major functions and powers of the Committee shall include, among others:

- i. drafting and reviewing the assessment methods, implementing the assessment, and drafting compensation plans for the directors of the Bank, and proposing suggestions on the distribution of compensation of directors, and submitting it to the shareholders' meeting for resolution upon the approval of the board of directors;
- ii. formulating and examining evaluation measures, implementing the evaluation, and drafting compensation plans for senior management personnel, proposing suggestions on the compensation distribution for senior management personnel, and submitting them to the board of directors for approval, and then to the shareholders' meeting if the matter falls within the authority of the shareholders' meeting; and
- iii. other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.

Article 9 The Committee shall have the right to require senior management personnel of the Bank to provide sufficient supports to the work of the Committee. The senior management personnel shall timely provide the Committee with accurate and complete information related to performance evaluation and compensation management to assist the Committee in performing its duties.

Article 10 The Committee shall have the right to make investigations on relevant compensation policies and their implementation by means of, including but not limited to, attending relevant meetings of the Bank as observers or visitors, making investigations and studies within the Bank, and requiring the senior management personnel or relevant persons in charge to make oral or written working reports to the Committee within the regulated period and timely answer the questions of the Committee.

The Committee shall study the issues and the responses from the senior management personnel or relevant persons in charge; and report its research results and recommendations to the board of directors.

Article 11 The Committee may submit proposals to the board of directors for deliberation and approval. The Committee shall provide information concerning its discussion on relevant proposals in the form of reports, suggestions or summaries to the board of directors for study and decision-making.

Article 12 If necessary, the Committee may engage intermediary agency to provide professional opinions, and the reasonable expenses thereof shall be paid by the Bank.

Chapter IV Meeting Rules

Article 13 The Committee shall hold at least two (2) meetings each year. The board of directors, the chairperson of the Committee or the majority of the Committee members shall have the right to propose a meeting.

The meeting notice shall be delivered seven (7) days before convening of the meeting, but with unanimous approval of all the attending members, the above-mentioned notice period could be exempted.

Article 14 The meeting notice shall include:

- i. venue and time of the meeting;
- ii. period of the meeting;
- iii. agenda, discussion items and relevant materials of the meeting; and
- iv. date of notice.

Article 15 The meeting notice shall be sent by special personnel, or through fax, registered mail or e-mail.

Article 16 The Committee meeting may be held in the form of on-the-spot meeting, teleconference, video conference and circulation of written proposals.

Article 17 The Committee meeting shall be held with the attendance of the majority of all the members are present.

When needed, persons other than the Committee members, may be invited to attend the Committee meeting as observers.

Article 18 The Committee meeting shall be presided over by the chairperson, or by an independent director designated by the chairperson when they are unable to perform duties due to special reasons.

Article 19 The Committee meeting shall adopt vote by showing hands or open ballot voting.

Each member of the Committee shall have one (1) vote; and the resolutions of the meeting shall be approved through vote by the majority of all Committee members.

Article 20 When the Committee evaluates or discusses the remuneration of a director who is also a member of the Committee, this member shall evade.

Article 21 The specific evading voting process adopted by the Committee shall be as follows:

- i. the interested members shall apply for the evading, or other members shall have the right to request them to evade;
- ii. the dispute over the existence of interest shall be settled by resolution adopted by the majority of all members except the possibly interested members;
- iii. the interested members shall not participate in the discussion or voting over the issue which they should evade, and shall leave the meeting place or use other proper methods to evade; and
- iv. if the Committee could not adopt a resolution over an issue due to the evasion of interested members, it shall resolve that the proposal will be submitted to the board of directors for review, and it shall present the proposal to the board of directors for review in a timely manner. The Committee shall specify its review of the proposal and opinions of members other than the interested one in the resolution that the proposal will be submitted to the board of directors for review.

Article 22 The Committee shall establish meeting minutes system, and the minutes shall be taken by special personnel designated by the board of directors' office. As needed, the meeting may adopt on-the-spot audio record, which shall be supplemented with written minutes based on the audio record.

The written meeting minutes based on the audio records shall be sent to all participating members for review within ten (10) working days after the conclusion of the meeting. Members who request to revise or supplement the minutes shall feed back their writing opinions within five (5) working days after receiving the minutes. All participating members and recorders shall sign the final version of meeting minutes.

The meeting minutes shall be regarded as important documents of the Bank and preserved by the secretary of the board of directors in accordance with the archive management system of the Bank.

Article 23 The proposals and voting results which are adopted by the Committee meeting and should be submitted to the board of directors for review, shall be signed by the chairperson or other Committee member authorized by the chairperson and then submitted to the board of directors in writing for study and decision-making.

Article 24 Upon authorization or approval of the board of directors, if the resolutions passed at the Committee meeting need to be further carried out by the senior management personnel or other relevant persons in charge, the board of directors' office shall inform the above-mentioned personnel of the resolutions in writing as soon as possible after the signature of the chairperson or other Committee member authorized by the chairperson. The Committee shall have the right to require the above-mentioned member to report on the progress of implementation within the regulated period or at the next meeting.

Article 25 The members and other personnel that attend the Committee meeting shall keep confidential on the issues discussed and/or resolved at the meeting, and shall not disclose relevant information without permission. If there is any action violating such obligations, the related persons shall bear legal liabilities.

Chapter V Working Group of the Compensation Committee

Article 26 The working group shall be set up under the Committee, responsible for information collection, research support, daily liaison and organization of meetings. The work of the working group of the Committee shall be led by the board of directors' office with assistance of the Human Resources Department and other relevant departments.

Article 27 The functions and powers of the working group shall include but not limited to:

- i. being responsible for daily operation of the Committee;
- ii. arranging the Committee meetings and taking meeting minutes;
- iii. preparing for the consideration and research of the Committee, examining materials submitted to the Committee for deliberation, and ensuring the management present reports and meeting documents to the Committee by proper means;
- iv. upon authorization of the chairperson of the Committee, reporting the work of the Committee to the board of directors;
- v. assisting the Committee members to attend other relevant meetings of the Bank as observers or visitors, and make researches;
- vi. assisting the Committee members to understand relevant information;
- vii. coordinating the work of the Committee and other committees of the Bank; and
- viii. other functions and powers assigned by the Committee.

Chapter VI Coordination and Communication

Article 28 If the Committee has significant or special issues that should be presented to the board of directors, it shall submit written reports to the board of directors, and may suggest the chairperson of the board of directors to convene the Board meeting for discussion.

Article 29 The written reports presented by the Committee to the board of directors shall be signed by the chairperson of the Committee or an authorized member.

Article 30 If any senior management personnel have significant or special issues, they shall submit written reports to the Committee, and may suggest the chairperson of the Committee to convene a meeting for discussion.

Article 31 The written reports presented by the senior management personnel to the Committee shall be signed by the president or senior management personnel responsible for relevant issues.

Article 32 The Committee shall specially report to the board of directors about its working status or a specific issue.

Chapter VII Supplementary Provisions

Article 33 Unless specially explained, the terms used in the Working Regulations have equal meanings as those in the Articles of Association of the Bank.

Article 34 The formulation and revision of the Working Regulations shall be submitted to the board of directors for review, and approved by the majority of all directors.

Article 35 The issues not covered by the Working Regulations or there occurs conflict with applicable laws, administrative regulations, rules, normative documents or the Articles of Association of the Bank, the latter shall prevail.

Article 36 The board of directors shall have the right to revise and interpret the Working Regulations.