

momo.com Inc.
Remuneration and Nomination Committee Charter

Approved by BOD on Jan. 02, 2014
Amended by BOD for first time on Oct. 29, 2020
Amended by BOD for second time on May 06, 2026

Article 1 Purpose of Establishment

The Remuneration and Nomination Committee (the “Committee”) and the Remuneration and Nomination Committee Charter are established in accordance with Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter and Article 27 of the Corporate Governance Best Practice Principles, in order to enhance corporate governance and perfect the remuneration system of the Company’s directors and managers, and to assist the Board of Directors in completing the nomination and review of director candidates.

Article 2 Applicability

The Committee’s composition, size, terms of service, authorities, meeting rules, and resources that the Company is bound to provide when exercising its powers are governed by the Remuneration and Nomination Committee Charter.

Article 3 Committee Composition

1. The members of the Committee shall be appointed by the Board of Directors and shall be no fewer than three, of which a majority shall serve as independent directors. One of the independent directors shall be elected by all members of the Committee as the convener and meeting chair.
2. The terms of the Committee members shall be the same as that of the Board of Directors by whom they were appointed. When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within three months from the date of occurrence. In the event that an independent director is dismissed and there is no other independent director, the Company may appoint someone who is not qualified to act as an independent director to be a member of the Committee until the appointment of an independent director at a by-election as required, and the independent director elected in the by-election will be appointed after the by-election.
3. The Company shall announce any appointment or change of Committee members within two days by posting relevant information onto the reporting website designated by the competent authority.

Article 4 Powers

Committee members must exercise the care of a prudent manager to fulfill the following duties, and offer recommendations for discussion by the Board of Directors.

1. Stipulating and reviewing regularly the performance evaluation and compensation policies, systems, standards and structures for directors and managers.
2. Regularly reviewing and stipulating the remuneration of directors and managers.
3. Identifying, reviewing, and nominating director candidates.

The term “remuneration” mentioned in the preceding paragraph includes cash compensation, stock options, profit-sharing shares, retirement benefits or severance pay, allowances of all kinds, and any other incentives of material value. Its scope shall be consistent with the items relating to directors’ and managers’ remuneration set forth in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

Article 5 Principles for Exercising Powers

I. Performance Evaluation and Remuneration

1. The performance evaluation and remuneration of directors and managers shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company’s business performance, and future risks.
2. It shall not produce an incentive for directors or managers to engage in activities that pursue remuneration exceeding the risks the Company may tolerate.
3. The ratio of bonuses paid for short-term performance of directors and senior managers, and the time at which the variable portion of remuneration is paid, shall be determined with consideration of the characteristics of the industry and the nature of the Company’s business.

When discussing recommendations proposed by the Committee, the Board of Directors shall take into overall consideration the amount of remuneration, the method of payment, and the future risks the Company may face.

Any rejection or amendment by the Board of Directors of the Committee’s recommendation shall require the presence of more than two-thirds of all directors and the consent of a majority of the directors present. The resolution shall, in light of the overall considerations described in the preceding paragraph, specifically state whether the remuneration approved is more favorable than that recommended by the Committee.

If the Board of Directors approves remuneration that is more favorable than the Committee’s recommendation, the discrepancies and reasons shall be set forth in the Board meeting minutes, and shall be announced and filed on the information reporting website designated by the competent authority within two days from the date of resolution.

Where remuneration matters of a subsidiary's directors and managers must be approved by the parent company's Board of Directors pursuant to the subsidiary's table of authorizations, the parent company's Remuneration and Nomination Committee shall first be requested to make a recommendation before the matter is submitted to the Board of Directors for discussion.

II. Review and Nomination of Director Candidates

In light of the Company's scale and business nature, and with due consideration to the diversity of the Board's composition, the Committee shall identify suitable director candidates based on criteria such as professional knowledge, skills, experience, gender, and independence, and shall submit a list of director candidates to the Board of Directors. The Committee shall also conduct a prior review of director candidates recommended by shareholders or directors, examining their qualifications, education and work experience, and whether any of the disqualifying circumstances listed in Article 30 of the Company Act exist. The review results, together with a reference list of recommended director candidates, shall be submitted to the Board of Directors for resolution and provided to the shareholders' meeting as a reference for electing qualified directors.

Article 6 Meetings

1. The Committee shall convene meetings at least twice a year and may do so at any time as deemed necessary.
2. Notice of a Committee meeting, stating the reasons for convening, shall be given to all Committee members at least seven days in advance. However, this requirement shall not apply in cases of emergency.
3. If the convener of the Committee is unable to host a meeting due to leave of absence or other reasons, the convener shall designate another independent director within the Committee to act in his or her place. Where there is no other independent director within the Committee, the convener shall designate another Committee member to act on his or her behalf. Where the convener does not designate a substitute, the remaining members of the Committee shall elect one from among themselves to act in his or her place.
4. The Committee may invite directors, managers of relevant departments, internal audit officers, certified public accountants, legal counsel, or other personnel to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting during deliberation and voting.

Article 7 Meeting Proceedings and Rules

1. The convener shall determine the agenda of Committee meetings; other Committee members may also propose agenda items for discussion. The meeting agenda shall be provided to Committee members in advance.

2. An attendance log shall be provided at Committee meetings for attending members to sign in, and shall be available for reference.
3. Committee members shall attend Committee meetings in person, or may appoint another member to attend by proxy if unable to attend in person. Members participating via video conference shall be deemed to have attended in person.
4. Where a Committee member appoints another member to attend by proxy, a separate proxy form shall be issued for each meeting and the scope of authorization shall be specified for each agenda item. A proxy may represent only one absent member.
5. Resolutions of the Committee shall be approved by the consent of more than half of all members. If, upon inquiry by the chair, no objection is voiced, the matter shall be deemed approved, with the same effect as a vote. The voting result shall be announced on site and recorded in the minutes.

Article 7-1 Recusal

Where a meeting of the Committee will discuss the remuneration or nomination of any of its members, the matter shall be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member may not participate in the discussion or voting and shall recuse himself or herself during the discussion and voting. The member may also not act as another member's proxy to exercise voting rights on that matter.

Article 8 Meeting Minutes and Their Retention

The proceedings of the Committee shall be recorded in meeting minutes, which shall truthfully detail the following matters:

1. The session, time, and venue of the meeting.
2. The name of the chairperson.
3. Members' attendance, including the names and number of those present, those on leave of absence, and those absent.
4. The names and titles of other persons present at the meeting.
5. The name of the minute-taker.
6. Items reported.
7. Agenda items: for each proposal, the method of resolution and the result; the name of any member whose own remuneration or nomination comes under discussion under the preceding article and the content of such remuneration or nomination matters; specifics regarding recusal; and any objections or reservations expressed by any Committee member.

8. Extempore motions: the name of the mover; the method of resolution and the result of each motion; a summary of the comments of Committee members, experts, and other persons present at the meeting; the name of any member whose own remuneration or nomination matters come under discussion under the preceding article and the content of such remuneration or nomination matters; specifics regarding recusal; and any objections or reservations expressed by any member.
9. Other matters that need to be recorded.

Any objection or reservation of a Committee member regarding a Committee resolution, whether on record or in writing, shall be detailed in the meeting minutes and announced and filed on the information reporting website designated by the competent authority within two days after the occurrence.

The attendance log constitutes part of the meeting minutes. Where a meeting of the Committee is convened in the form of video conference, the video and audio data shall also be treated as part of the meeting minutes.

The meeting minutes shall be signed or sealed by the chairperson and the minute-taker, distributed to each Committee member within twenty days after the meeting, presented to the Board of Directors, treated as one of the key files of the Company, and retained for five years. If, before the retention period expires, any litigation arises in connection with matters of the Committee, the related records shall be retained until the conclusion of the litigation.

The preparation and distribution of meeting minutes referred to in the first paragraph may be made in electronic form.

Article 9 Audit and Consultation

The Committee may, by resolution, engage attorneys, accountants, or other professionals to conduct necessary audits or to provide consultation on matters relating to the exercise of its powers, the costs of which shall be borne by the Company.

Article 10 Execution of Resolutions

Matters resolved by the Committee may be authorized to the convener or other Committee members for further execution. The executing party shall provide written reports to the Committee during the course of execution and, where necessary, submit the matter to the next meeting for ratification or report.

Article 11 Enactment

This Charter shall take effect after being approved by the Board of Directors. Any future amendments shall follow the same procedure.