

NETEASE, INC.

NOMINATING COMMITTEE CHARTER

AUTHORITY AND PURPOSE

The Nominating Committee (the “Committee”) of NetEase, Inc. (the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to assist the Board in selecting nominees for election to the Board and to monitor the composition of the Board. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

All powers of the Committee are subject to the restrictions designated in the Company’s Amended and Restated Memorandum and Articles of Association and by applicable law.

The Committee has the right, in its sole discretion, at any time to retain or obtain advice, reports or opinions from internal and external counsel, experts and other advisors as it deems necessary or appropriate to assist it in the full performance of its duties, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Committee.

COMMITTEE MEMBERSHIP

The Committee members shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least three members, as determined by a majority of the Board. Unless otherwise determined by the Board, the Committee shall be composed of members of the Board who qualify as “independent directors” under the Nasdaq listing rules, the Listing Rules of The Stock Exchange of Hong Kong Limited and any other regulatory requirements. Unless otherwise directed by the Board, each member shall serve until such member ceases to serve as a member of the Board, until his or her successor has been duly appointed by the Board, or until his or her earlier removal, resignation or death. Committee members may be removed at any time by a majority vote of the Board.

DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include the following:

- (1) Monitoring the size and composition of the Board.
- (2) Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Company.
- (3) Considering and making recommendations to the Board with respect to the appointment of directors to the audit committee of the Board (the “Audit Committee”).
- (4) Considering and making recommendations to the Board regarding the skills,

experience, characteristics and other criteria for identifying and evaluating directors.

- (5) Reviewing the Board's leadership structure and recommending changes to the Board as appropriate.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the shareholders as a whole.

In considering appointments to the Audit Committee, the Committee shall comply with any requirements set forth from time to time in the Audit Committee's written charter, as well as any other legal requirements related to the composition of audit committees and the qualifications of audit committee members, including any requirements imposed by applicable securities laws and the rules of any stock exchange.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

CONDUCT OF BUSINESS

The Committee shall conduct its business in accordance with this Charter, the Company's Amended and Restated Memorandum and Articles of Association and any direction by the whole Board of Directors. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of shareholders, the Committee will recommend to the Board the persons who will be the nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by shareholders of the Company.

MEETINGS

The Committee will meet at least once a year at a time and place determined by the Committee or the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may establish its own schedule which it will provide to the Board. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

A majority of the appointed members, but not less than two members, shall constitute a quorum for the transaction of business. The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

(As revised and adopted by the Board of Directors on May 24, 2023)