

NETEASE, INC.

COMPENSATION COMMITTEE CHARTER

AUTHORITY AND PURPOSE

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NetEase, Inc. (the “Company”) to assist the Board in discharging its responsibilities relating to compensation of the Company’s directors and executive officers. 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.

COMMITTEE MEMBERSHIP

Committee members shall be elected by the Board and shall each serve until such member ceases to be a member of the Board, until their successors shall be duly elected and qualified or until their earlier removal, resignation or death. Committee members may be removed at any time by a majority vote of the Board.

The Committee shall consist of no fewer than three members, as determined by a majority of the Board. Unless otherwise determined by the Board, each member of the Committee shall meet the independence requirements of the rules of the Nasdaq Stock Market, the Listing Rules of The Stock Exchange of Hong Kong Limited and any other regulatory requirements.

CONDUCT AND MEETINGS

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 Board. 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 shall 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. 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.

As necessary or desirable, the Chairperson of the Committee may invite any Director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The Company's chief executive officer (the "CEO") should not attend any meeting where the CEO's performance or compensation is discussed, unless specifically invited by the Committee.

DUTIES AND RESPONSIBILITIES

The Committee shall:

- a. Annually review and approve the Company's corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The CEO may not be present during voting or deliberations on his or her compensation.
- b. Annually review and make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity based-plans.
- c. Administer the Company's incentive-compensation plans and equity based-plans as in effect and as adopted from time to time by the Board; provided that the Board shall retain the authority to interpret such plans. The Committee may authorize one or more officers of the Company to designate officers and employees to be recipients of equity awards created by the Company and to determine the number of such equity awards, and the terms thereof, to be received by such officers or employees.
- d. Review and approve any new equity compensation plan or any material change to an existing plan where shareholders' approval has not been obtained.
- e. Approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- f. Ensure appropriate overall corporate performance measures and goals are set and determine the extent to which established goals have been achieved and any related compensation earned.

- g. Annually review and approve for the Company's executive officers: (i) annual base salary levels; (ii) annual incentive compensation levels; (iii) long-term incentive compensation levels; (iv) employment agreements, severance agreements, and change of control agreements/provisions, in each case as, when and if appropriate; and (v) any supplemental or special benefits.
- h. Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- i. Perform such other functions and have such other powers consistent with this Charter, the Company's Amended and Restated Memorandum and Articles of Association and governing law as the Committee or the Board may deem appropriate.
- j. Prepare and issue the evaluation required under "Performance Evaluation" below.

PERFORMANCE EVALUATION

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed 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.

COMMITTEE RESOURCES

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, compensation consultants and other advisors (each, a "Compensation Advisor") as it deems necessary or appropriate to assist it in the full performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) reasonable compensation to any Compensation Advisor employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Before selecting or receiving advice from a Compensation Advisor (other than in-house legal counsel), the Committee shall consider such factors as may be required by the rules of the Nasdaq Stock Market, the Listing Rules of The Stock Exchange of Hong Kong Limited or any applicable securities laws or rules with respect to the independence of the Compensation Advisor.

The Committee may form and delegate authority to subcommittees when appropriate.

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)