



AMENDED AND RESTATED

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

of the Nominating and Corporate Governance Committee
of Baidu, Inc.

This Amended and Restated Nominating and Corporate Governance Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Baidu, Inc., a Cayman Islands company (the “**Company**”) on August 6, 2026, and shall become effective on the date (the “**Effective Time**”) on which the Company obtains primary listing status on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). The Charter, once effective, shall replace any Nominating and Corporate Governance Committee Charter adopted by the Board prior to the Effective Time in its entirety.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) shall be to assist the Board in discharging the Board’s responsibilities regarding:

- (a) identification and recommendation of qualified candidates as director nominees to be elected at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);
- (b) identification and recommendation of qualified candidates to fill any vacancies on the Board;
- (c) annual review of the composition of the Board in light of the characteristics of independence, qualification, experience and availability of the Board members; and
- (d) monitoring of compliance with the Company’s code of business conduct and ethics, including reviewing the adequacy and effectiveness of the Company’s internal rules and procedures to ensure compliance with applicable laws and regulations.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Memorandum and Articles of Association (the "**Articles**"). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Composition of the Committee

The Committee shall be comprised of two or more directors, as determined from time to time by the Board, provided that at least one member of the Committee must be of a different gender and the majority of the Committee members being independent directors. Each member of the Committee shall (a) be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market and the Hong Kong Stock Exchange, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the chairperson of the Committee (the "**Chairperson**"), who should be either the chairperson of the Board or an independent director, shall be appointed by the Board. Any vacancy on the Committee shall be filled by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least twice per year and more frequently as the Committee deems necessary or desirable. A meeting of the Committee may be conducted in person or through other electronic means of communication or in such other manner as the members may agree.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee.

The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate before the date of the meeting.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chairperson shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

The members of the Committee shall appoint a secretary of the Committee (the "**Secretary**") to take minutes. In the absence of the Secretary, their delegate(s) or any person elected by the members of the Committee present at the meeting of the Committee shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairperson or the Secretary of the meeting or succeeding meeting. Full minutes of meetings of the Committee shall be kept by the Secretary or the company secretary (as applicable from time to time). They shall be open for inspection at any reasonable time on reasonable notice by any director.

Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Committee within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee themselves. The minutes of meetings shall record in sufficient detail of the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.

IV. Duties and Responsibilities

The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**Corporate Governance Code**”) as contained in Appendix C1 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time), in addition to the authorities and responsibilities as set out below.

1. (a) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall identify individuals who are suitably qualified to become a member of the Board and recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. The Committee shall make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairperson of the Board and the chief executive of the Company.
- (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
2. The Committee shall annually review the performance of each incumbent director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
3. The Committee shall assess the independence of independent directors.
4. The Committee shall oversee the Board in the Board’s annual review of its own performance and the performance of management. The Committee shall review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
5. The Committee shall consider, prepare and recommend to the Board such policies and procedures with respect to corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.
6. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

7. The Committee shall periodically report to the Board on its findings and actions.
8. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
9. The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission, the Hong Kong Stock Exchange and the Nasdaq, or any other applicable regulatory authority:
 - (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - (b) to review and monitor the training and continuous professional development of directors and senior management of the Company;
 - (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
 - (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report in the Company's annual reports and summary financial reports (if any); and
 - (f) to consider such other matters as the Board may from time to time determine.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Articles and applicable law and rules of the markets in which the Company's securities then trade.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.

If there is any inconsistency between the English and Chinese version of this Charter, the English version shall prevail.