# AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

**of the Audit Committee**
**of Baidu, Inc.**

This Amended and Restated Audit 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 Audit Committee Charter adopted by the Board prior to the Effective Time in its entirety.

## I. Purpose

The purpose of the Audit Committee (the "**Committee**") shall be to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

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, as amended from time to time (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.

Notwithstanding the foregoing, the Committee's responsibilities are limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws, rules and regulations. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

## II. Composition of the Committee

The Committee shall consist of at least three non-executive directors as determined from time to time by the Board on the recommendation of the Nominating and Corporate Governance Committee, provided that the majority of the Committee members being independent directors who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on Hong Kong Stock Exchange (the "**Hong Kong Listing Rules**") (as amended from time to time). The chairperson of the Committee (the "**Chairperson**") shall be an independent director designated by the Board. Any vacancy on the Committee shall be filled by the Board.

Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall be an "audit committee financial expert" within the definition adopted by the Securities and Exchange Commission (the "**SEC**") pursuant to the Sarbanes-Oxley Act of 2002 (the "**Act**"), and at least one member of the Committee must have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Hong Kong Listing Rules. All Committee members shall satisfy the independence requirements of the Nasdaq Stock Market and Rule 10A-3 under the Securities Exchange Act of 1934 (the "**Exchange Act**"). A former partner of the Company's existing auditing firm shall not act as a member of the Committee for a period of two years from the date of them ceasing: (i) to be a partner of the firm; or (ii) to have any financial interest in the firm, whichever is later.

Committee members may be removed from the Committee, with or without cause, by the Board.

## 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 with the independent auditor at least twice a year. At least once a year the Committee shall meet with the independent auditor and the internal audit department without executive directors present. The Board, any member of the Committee and the independent auditor may request a meeting if they consider that one is necessary. 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, and a majority of the members of the Committee present shall constitute a quorum.

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 (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

The Chairperson shall report to the Board 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. Powers and Responsibilities

The following duties and responsibilities 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 SEC, the Nasdaq Stock Market, the Hong Kong Stock Exchange or any other applicable regulatory authority:

*Interaction with the Independent Auditor*

1. *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, reappointment, compensation, retention and removal, and oversight of the work of any registered public accounting firm (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attestation services for the Company, and each such registered public accounting firm shall report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report

for inclusion in the Company's annual report on Form 20-F is referred to herein as the "**independent auditors**"). The Committee shall be primarily responsible for approving the remuneration and terms of engagement of the independent auditor, and any questions of its resignation or dismissal of the independent auditor. The Committee shall act as the key representative body for overseeing the Company's relations with the independent auditor.

2. *Pre-Approval of Services.* The Committee shall develop and implement policies on engaging an independent auditor to supply non-audit services. For this purpose, an "independent auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed. Before the independent auditor is engaged by the Company or its subsidiaries to render audit or, as provided in the Act and the SEC rules and regulations promulgated thereunder, non-audit services, the Committee shall review and, in its sole discretion, pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the independent auditor, provided that the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided that such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attestation services) also will not be required if such services fall within available exceptions established by the SEC.

3. *Independence of Independent Auditor.* The Committee shall review and monitor the independent auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences. The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review, the Committee shall:

   (i) ensure that the independent auditor prepare and deliver, at least annually, a written statement delineating all relationships between the independent auditor and the Company;

(ii) actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence;

(iii) monitor compliance by the independent auditor with the partner rotation requirements contained in the Act and established by the SEC;

(iv) if applicable, consider whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor;

(v) monitor compliance by the Company with the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and

(vi) engage in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules.

*Oversight of Financial Statements*

4. *Review of the Company's financial information.* The Committee shall monitor the integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the board, the Committee should focus particularly on:

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards;

(vi) compliance with the Hong Kong Listing Rules and legal requirements in relation to financial reporting; and

(vii) disclosures in Form 20-F under the section titled "Operating and Financial Review and Prospects," and any major issues thereto.

5. *Meetings with Management, the Independent Auditor and the Internal Audit Department.*

   (i) Regarding 4. above, members of the Committee should liaise with the Board and senior management of the Company and the Committee must meet, at least twice a year, with the Company's auditors. The Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors. The Committee shall meet with management, the independent auditor and the internal audit department in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

   (ii) The Committee shall review and discuss with management and the independent auditor any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities of which the Committee is made aware that do not appear on the financial statements of the Company and that may have a material current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

   (iii) The Committee shall review and discuss the annual audited financial statements with management.

6. *Separate Meetings with the Independent Auditor.*

   (i) The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all critical accounting policies and practices to be used; (B) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

   (ii) The Committee shall discuss with the independent auditor the matters required to be discussed by the auditing standards applicable to the external auditors.

7. *Recommendation to Include Financial Statements in Annual Report.* The Committee shall, based on the review and discussions in paragraphs 5(iii) and 6(ii) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to subparagraph

3(i) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's annual report on Form 20-F for the fiscal year subject to the audit.

*Other Powers and Responsibilities*

8. *Oversight of the Company's financial reporting system, risk management and internal control systems.* The Committee shall also:

   (i) review the Company's financial controls, risk management and internal control systems on a regular basis;

   (ii) review the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's annual report on Form 20-F;

   (iii) review with the Company's management and the independent auditors, periodically, (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;

   (iv) discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

   (v) consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

   (vi) where an internal audit function exists, ensure co-ordination between the internal and independent auditor, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

   (vii) review the Group's financial and accounting policies and practices;

   (viii) review the independent auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

(ix) ensure that the Board will provide a timely response to the issues raised in the independent auditor's management letter;

(x) report to the Board on the matters in the Corporate Governance Code as contained in Appendix C1 to the Hong Kong Listing Rules; and

(xi) consider other topics, as defined by the Board.

9. The Committee shall review all related party transactions on an ongoing basis and all such transactions must be approved by the Committee.

10. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

11. The Committee shall review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

12. The Committee shall discuss with the Company's General Counsel or outside counsel (i) any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements, and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company.

13. The Committee shall request assurances from management, the independent auditor and the Company's internal audit department that the Company's subsidiaries and affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

14. The Committee, through its Chairperson, shall report regularly to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

15. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

16. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## 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 permitted by or consistent with provisions of the Articles and applicable laws and regulations and rules of the markets in which the Company's securities then trade.

## VI. Miscellaneous

1. Review the Company's policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, and consider the results of any review of these policies and procedures by the Company's independent auditors;

2. Review and pre-approve proposed transactions or course of dealings required to be disclosed by Item 7.B of Form 20-F;

3. Review and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family;

4. Review the Company's program to monitor compliance with the Company's Code of Business Conduct and Ethics, and meet periodically with the Company's Compliance Officer to discuss compliance with the Code of Business Conduct and Ethics;

5. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

6. Establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's chief executive officer or general counsel in relation thereto;

7. Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company; and

8. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

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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.*