

## NETEASE, INC.

### ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

#### AUTHORITY AND PURPOSE

This charter governs the operations of the Environmental, Social and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of NetEase, Inc. (the “Company”). 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 memorandum and articles of association and by applicable law.

#### COMMITTEE MEMBERSHIP

The Committee members (the “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 of the Board who qualify as "independent directors" under the Nasdaq Marketplace Rules. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board. The Board shall designate one member as chairperson of the Committee.

#### DUTIES AND RESPONSIBILITIES

The purpose, duties and responsibilities of the Committee are to review and oversee the Company’s strategies, plans and objectives related to sustainability and environmental stewardship and oversee the Company’s community relations and social responsibility initiatives. Among its specific duties and responsibilities, the Committee will:

- (a) Review, oversee and provide guidance to the Board, management and those employees and management who are members of the Company’s ESG working group (the “ESG Working Group”) on the Company’s strategy, plans, objectives, initiatives and programs with respect to sustainability, environmental stewardship, community relations and social responsibility matters, such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, responsible sourcing, human and worker rights, social and economic impacts in the communities in which the Company’s employees, suppliers and customers live and operate, public policy engagement, charitable and philanthropic activities and other environmental and social issues that are relevant and important to the Company.
- (b) Review and discuss periodic reports from management, the ESG Working Group and external advisors, and advise the Board, on core sustainability metrics and the

operational, regulatory, and reputational impacts and risks of sustainability on the Company.

- (c) Review and discuss reports from management and/or the ESG Working Group regarding the Company's progress against any key environmental targets.
- (d) Oversee the Company's community relations and social responsibility initiatives.
- (e) Review and discuss with management the Company's sustainability and social responsibility disclosures in its filings with the U.S. Securities and Exchange Commission and the Hong Kong Stock Exchange and other reports, including, but not limited to, the Company's annual environmental, social and governance report.
- (f) Review and discuss with management the Company's internal and external communication strategies and approach with employees, investors, and other stakeholders regarding the Company's position or approach to sustainability and social responsibility matters.
- (g) Advise the Chief Executive Officer and other members of management on any shareholder proposals and other significant stakeholder concerns relating to sustainability and social responsibility matters.
- (h) Provide guidance and recommendations to the Board, management and the ESG Working Group regarding legal, regulatory and compliance matters as appropriate relating to current and emerging political, societal, environmental, regional and global citizenship and public policy trends.
- (i) If applicable, periodically review with management and/or the ESG Working Group significant environmental and social ratings received from third-party evaluators.
- (j) Perform any other activities consistent with this charter, the Company's memorandum and articles of association and governing law as the Committee or the Board deems appropriate.

Matters involving the Company's corporate governance practices are overseen by the Nominating Committee of the Board.

## **CONDUCT OF BUSINESS**

The Committee shall conduct its business in accordance with this Charter, the Company's memorandum and articles of association and any direction by the whole Board of Directors. The Committee shall report, at least annually, to the Board.

## **MEETINGS**

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Committee or its chairperson determines but in any event not less than once a year. The Committee may establish its own schedule which it will provide to the Board in advance. 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.

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. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

The majority of the Members shall constitute a quorum and all matters to be decided by the Committee shall be by the vote of a majority of the Members present in person or by telephone/video conference.

## **MINUTES**

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