

GRAB HOLDINGS LIMITED
CORPORATE GOVERNANCE GUIDELINES

Effective as of December 1, 2021
Amendment effective as of May 18, 2022

The Board of Directors (the “*Board*”) of Grab Holdings Limited (the “*Company*”) has adopted these Corporate Governance Guidelines to provide a framework for governance of the Company. The Board will periodically review these Corporate Governance Guidelines and update them as appropriate.

1. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in accordance with all applicable laws and regulations. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the shareholders. The Board is responsible for selecting and overseeing the Chief Executive Officer (the “*CEO*”) and other executive officers, who are charged by the Board with conducting the business of the Company, setting the long-term business strategy of the Company and determining executive officer compensation.

2. Board Structure and Composition

A. Size of Board

The number of directors that constitutes the Board will be fixed pursuant to the Company’s Amended and Restated Memorandum and Articles of Association (the “*Charter*”). Members of the Board are elected as provided in the Charter.

B. Independence and Qualifications

There shall be at least one independent director on the Board. The Board shall make an affirmative determination at least annually as to which directors are independent. An “independent” director shall be defined in accordance with Rule 5605 of the Nasdaq Marketplace Rules or any successor provision thereto. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

Potential director candidates shall be nominated for election to the Board in accordance with the terms of the Charter.

C. Change in Present Job Responsibility

Non-employee directors who experience a material change in professional responsibility or position or a change giving rise to a potential conflict with the Company should notify the Chairman of the Board (the “*Chairman*”) of the change. The Board will evaluate the director’s new status and determine the action, if any, to be taken.

D. Membership on Other Boards

The Board, in considering director nominees, shall consider the number of other public company boards and other boards (or comparable governing bodies) of which a prospective nominee is a member, as well as a prospective nominee’s other professional responsibilities. Incumbent directors should advise the Chairman of the Board in advance of accepting an invitation to serve on another public company board. No director shall serve on more than five public company boards, including the Board, unless the Nominating Committee determines that such simultaneous service would not impair the ability of the individual to effectively serve on the Board. The Chief Executive Officer of the Company shall not serve on more than two public company boards, including the Board. Directors also are expected to limit the number of other boards, including non-profits, on which they serve in order to devote adequate time and effort to their Board responsibilities. In addition, no member of the Audit Committee of the Board shall serve on more than two other public company audit committees, unless the Nominating Committee determines that such simultaneous service would not impair the ability of the individual to effectively serve on the Audit Committee of the Board.

E. Committees

The Board has established the following standing committees: Audit Committee, Compensation Committee and Nominating Committee. Each of these committees operates under a written charter approved by the applicable committee and the Board. The Board may establish other committees from time to time. Each committee shall report regularly to the Board summarizing the committee’s actions and any significant issues considered by the committee.

F. Director Responsibilities

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be the best interests of the Company and its shareholders. More specifically, the Board has responsibilities to review, approve, and monitor fundamental financial and business strategies, assess the Company’s major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain the Company’s integrity. To fulfill their duties, directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials, and serve on committees. In discharging this obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

G. Retirement

The Board does not believe that a fixed retirement age for directors is necessary or appropriate.

H. Term Limits

The Board does not believe it should establish term limits. The Company and its shareholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

I. Chairman of the Board

The Board will have a Chairman elected and appointed by a majority of the Board. The directors may also elect a Co-Chairman or a Vice-Chairman of the Board. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the Board, the Co-Chairman, or in his absence, the attending directors may choose one director to be the chairman of the meeting.

J. Director Compensation

The Compensation Committee shall evaluate annually the appropriate level of compensation for Board and Board committee service by non-employee directors. The Compensation Committee shall also review perquisites or other personal benefits to directors and recommend any changes to the Board.

3. Board Meetings and Procedures

A. Meetings of the Board

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings should be considered by the Board in assessing each director's performance. Directors are encouraged, but not required, to attend each annual meeting of shareholders.

At each regular Board meeting, each committee will present a brief summary of the principal subjects discussed, any conclusions reached, and the final actions of the committee. The chairperson of the appropriate committee will present the report.

B. Director Access to Independent Advisors and Management

The Board and each committee has the power to hire legal, financial or other experts and advisors as it may deem necessary in the discharge of its duties, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director. Any director who meets with or contacts an employee directly should inform the CEO if they give any direct instructions or guidance to such employee. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board may invite executive officers of the Company and/or advisors to attend, from time to time, Board meetings, or portions thereof.

4. Board Performance and Development

A. Annual Performance Evaluation of the Board

The Board and each committee, in accordance with its respective charter, may conduct periodic performance reviews from time to time.

B. Director Training and Development

The Nominating Committee established by the Board shall oversee director training and development programs.

C. Confidentiality

Directors have an obligation to protect and keep strictly confidential all nonpublic information of the Company. Confidential information includes all nonpublic information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding the Company's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and its committees, and other documents identified as confidential by the Company.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than the Company. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company's General Counsel. If the General Counsel determines that any such question or concern raises a potential disclosure issue, he or she shall immediately notify the Board about such issue.

Breach of confidentiality can result in, among other things, misuse of information and insider trading which can result in administrative sanctions, civil injunctions, damage awards to private plaintiffs, disgorgement of all profits, civil fines for the violator of up to three times the amount of profit gained or loss avoided, criminal fines and prison sentences.

In addition, breach of confidentiality may have direct material harm to the Company, its employees and its users. Accordingly, any breach of the provisions of these guidelines may result in immediate termination and legal recourse by harmed parties.

5. Shareholder Communications with Directors

The Board welcomes communications from the Company's shareholders and other interested parties. Shareholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman, the Co-Chairman (if applicable) or any other director in particular to:

Grab Holdings Limited
3 Media Close, #01-01, Grab HQ One North
Singapore 138498
Attention: Investor Relations

Shareholders and any other interested parties should mark the envelope containing each communication as "*Shareholder Communication with Directors*" and clearly identify the intended recipient(s) of the communication. The recipient will review each communication received from shareholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication and is not junk mail, a solicitation or a frivolous or inappropriate communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the recipient may forward the communication to the executive officer or chairman of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

6. Board Interaction with External Constituencies

Individual directors shall not meet or otherwise directly communicate with shareholders, research analysts, vendors, the press or other external constituencies on behalf of the Company, except in accordance with the Company's Corporate Disclosure Policy.

7. CEO Evaluation and Management Succession

The Compensation Committee shall evaluate annually the performance of the executive officers of the Company, including the CEO, in accordance with its charter.

The Board shall periodically consider emergency, as well as expected, CEO succession planning.

8. Conflicts of Interest

The Board expects its members to act ethically at all times and acknowledge their adherence to the policies comprising the Company's Conflict of Interest Policy. Pursuant to the Conflict of Interest Policy, if a conflict of interest arises for a director, that person will promptly disclose it to the Board. If it is determined that a conflict of interest would materially impact a

director's ability to fulfill such director's duties as director and the conflict cannot be adequately addressed in another manner, this will be communicated back to the director who will, if requested, resign from the Board.

9. Review of Governance Policies

The Board will periodically review and reassess the adequacy of these Corporate Governance Guidelines. In addition, the Board will consider any other corporate governance issues that arise from time to time. Such review will include management's monitoring of the Company's compliance programs and Code of Business Conduct and Ethics, including a report of violations and waivers of the Code of Business Conduct and Ethics.