



## **COMPENSATION COMMITTEE CHARTER**

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF GRAB HOLDINGS LIMITED**

**(Adopted by the Board of Directors of Grab Holdings Limited (the “Company”) on  
November 20, 2021, effective as of December 1, 2021)**

**(Amended by the Board of Directors of the Company on November 14, 2023, effective as of  
December 1, 2023)**

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**I. PURPOSE OF THE COMMITTEE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company shall be to oversee the compensation of all of the executive officers of the Company and to perform such further functions as may be assigned by applicable law, the Company’s memorandum and articles of association or the Board.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three directors: Mr. Anthony Tan Ping Yeow (“Mr. Tan”) and two other directors as determined from time to time by the Board. The chairperson of the Committee shall be elected by the members of the Committee. The composition of the Committee shall comply with all applicable laws and government regulations.

Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary

A majority (that includes Mr. Tan) of the total membership of the Committee, present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. Action of the Committee requires the affirmative vote of a majority of the total membership of the Committee. Action by the Committee also may be taken by written consent, including in electronic format, signed by all of the members of the Committee.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) To review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(c) To evaluate annually the performance of the executive officers of the Company in light of the goals and objectives of the Company's compensation plans, and determine and approve the compensation of such executive officers; provided that Mr. Tan shall not participate in such determination and approval relating to him personally. To the extent that long-term incentive compensation is a component of any such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation.

(d) To review and approve the implementation or revision of any compensation recoupment, "clawback" or similar policy allowing or requiring the Company to recoup compensation paid to executive officers and other employees and be responsible for the oversight and administration of any such policies.

(e) To evaluate periodically the appropriate level of compensation for Board and Committee service by non-employee directors.

(f) To review and approve any severance or termination arrangements to be made with any executive officer of the Company; provided that Mr. Tan shall not participate in such approval relating to him personally.

(g) To perform such duties and responsibilities as may be assigned to the Board (and delegated to the Committee) or to the Committee under the terms of any executive compensation plan.

(h) To review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.

(i) To perform such other functions as assigned by law, the Company's memorandum and articles of association, or the Board.

(j) To administer the Company's equity plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power (including but not limited to the power to delegate its authority in accordance with the terms of the applicable equity plan), as appropriate, with respect to such equity plans.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) Any share of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.