

Moatable, Inc.
Corporate Governance and Nominating Committee Charter

Approved by the Board of Directors: JANUARY 30, 2023

Effective: January 1, 2023

A. PURPOSE

The Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Moatable, Inc. (the “Company”). The purpose of the Committee is to:

- 1) identify and recommend qualified director candidates for election to the Board;
- 2) oversee the Board’s annual self-evaluation process;
- 3) recommend Board committees and committee member and chair assignments;
- 4) recommend annual Board meeting schedule agenda topics and oversee and recommend changes to Company corporate governance framework;
- 5) oversee the orientation and continuing education of directors;
- 6) assess annually CEO and other key executive officer succession plans;
- 7) oversee the Company’s Code of Business Conduct and Ethics as it may apply to transactions and activities involving directors, nominees for director and Company executive officers;
- 8) review positions on significant public and regulatory issues that affect shareowners and other stakeholders;
- 9) review significant charitable, Environmental Health & Safety (EHS), political contribution and human resources policies and activities.

B. COMPOSITION

The Committee shall be comprised exclusively of directors who are independent under director independence policy(s) and the rules defined in Section 303A.02 of the New York Stock Exchange (NYSE). The Board shall appoint members of the Committee, based upon the recommendations of the Committee, at the Board’s annual organizational meeting or as necessary to fill vacancies in the interim, and the Committee shall consist of at least two independent directors. One member of the Committee shall be appointed by the Board, based upon the recommendations of the Committee, as the Chair of the Committee. Resignation or removal of a Committee member from the Board for any reason will also constitute resignation or removal from the Committee.

C. MEETINGS

The Committee shall meet as necessary to fulfill its responsibilities and, in doing so, may meet privately with any search firm, members of management, executives, employees, advisors and others. The Committee Chair shall schedule and preside at each meeting. If the Committee Chair is not present at a meeting, then the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Committee meetings shall be called, and

the Committee shall act, only in accordance with Company's Articles of Association. A majority of members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be an act of the Committee. The Committee shall keep written minutes and deliver a report to the Board on Committee meetings.

D. RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management, advisors and Committee member experience to carrying out its oversight responsibilities. The Committee shall have the following responsibilities, *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law, NYSE listing requirements and the Board. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and NYSE listing requirements.

The responsibilities of the Committee shall include:

1. Periodically review and consider the appropriate size, structure, composition, skills, attributes and experience required of directors and the Board as a whole in context of the operating and governance requirements of the Company and make recommendations to the Board.
2. Identify and evaluate candidates qualified to serve as directors, consistent with the criteria approved by the Board as set forth in Company's Corporate Governance Principles, By-Laws and report to the Board on key director candidates.
3. Review and evaluate director candidates recommended by management and shareowners, consistent with the foregoing criteria.
4. Recommend a slate of director candidates to be proposed for annual election by the shareowners and make recommendations to the Board as to the election of candidates to fill vacancies on the Board, in each case consistent with the foregoing criteria.
5. Promptly consider and recommend to the Board whether to accept or reject the tendered resignation of an incumbent director who, in an uncontested election of directors, received a greater number of votes cast "against" than votes "for" his or her election. In assessing whether to accept or reject the resignation, the Committee will consider all factors it deems relevant including, without limitation, the stated reasons why shareowners voted "against" such director, the director's length of service and qualifications, the director's contributions to Company, and Company's Corporate Governance principles.

6. Submit recommendations to the Board for standing committees, committee members and chair assignments.
7. Oversee the design and implementation of the annual self-evaluation of the performance of the Board, its standing committees and individual directors. The Chair of the Committee (along with the Board Chair or Lead Independent Director as applicable) will lead the process and report annually to the Board. The Committee shall also conduct a self-evaluation of the Committee's performance. If the Board Chair (or Lead Independent Director) is also the Chair of the Committee, the Lead Independent Director and another member of the Committee will lead and report. The Committee shall also review and assess the adequacy of this Charter annually and recommend proposed changes to the Board for consideration and adoption
8. Consistent with the Corporate Governance Principles, review and recommend to the Board whether to accept the resignation of a director who has offered to resign because his or her employment or responsibilities or personal or health issues outside of Company have changed substantially. This review will consider whether the director remains able to devote the time required to effectively serve on the Board or on any committee of the Board in accordance with Company's policies.
9. Consistent with the Corporate Governance Principles, review and recommend to the Board whether a director should continue service on the Board if there is a change in the number or type of other boards on which a director serves.
10. Review periodically policies as to retirement age and tenure for non-employee directors, and review and approve service by executive officers as directors of other companies.
11. Review and monitor director orientation and continuing education and make recommendations to the Board where appropriate.
12. To make recommendations concerning other aspects of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to change or waiver by the Board of any Company rule, policy, guideline or corporate governance principle.
13. Monitor corporate governance developments and trends and review, at least annually, Company's corporate governance framework, including, NYSE and Securities Exchange Commission (SEC) requirements and developments, Corporate By-Laws, the Corporate Governance Principles and other Board policies, and the Committee's charter and, where appropriate, make recommendations to the Board on Company's governance framework.
14. Review and make recommendations to the Board regarding the rights and interests of shareowners and preparation of the Company's proxy statement.

15. Review and, where appropriate, make recommendations to the Board regarding the Company's responses to shareowner proposals.
16. Review and monitor Company's positions and responses to significant public issues, including legislative and regulatory, and political and policy issues that affect shareowners and stakeholders and/or may impact Company's operations, performance, and reputation.
17. Review and monitor Company significant: (a) charitable and philanthropic donations, and associated initiatives, goals and reporting; (b) environmental, health, and safety management (EHS); (c) government relations activities, including political contributions and the activities of any political action committees; and (d) human resources policies.
18. Review at least annually, and as they arise, any arrangements, circumstances, relationships, or transactions as required by Company's Corporate Governance Principles, director independence policy and Code of Business Conduct and Ethics.
19. Keep Committee meeting minutes and make regular reports to the Board.
20. Annually review and provide to Board, CEO and key executive succession plan and plans for interim succession in the event of an unexpected occurrence.
21. Undertake such other matters as may be referred to it by the Board from time to time.

E. AUTHORITY

1. The Committee shall have the authority to authorize investigations into or studies of matters within the Committee's purpose and responsibilities and may retain and compensate independent sources, legal or other advisors, at Company expense, including any search firm to identify director candidates, as deemed necessary or appropriate to assist in the performance of its duties. Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
2. The Committee shall have full access to Company books, records, facilities, management, as well as access to internal and independent accountants, internal and outside lawyers and other internal staff members as deemed necessary or appropriate to fulfill its responsibilities.
3. The Committee shall have the authority to form and delegate authority to subcommittees.