

**CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF
JD.COM, INC.
(the “COMPANY”)**

**(Adopted by the Board of Directors of JD.com, Inc. (the “Company”) and effective on
March 8, 2023)**

I. PURPOSE OF THE COMMITTEE

The purposes of the Environmental, Social and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company shall be to oversee the environmental, social and governance (“ESG”) matters relevant to the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market (“Nasdaq”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

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, but no less frequently than once annually. 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 of the members 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.

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

A. *ESG Matters*

The Committee shall have the following duties and responsibilities with respect to overseeing the ESG matters relevant to the Company, such as environmental sustainability, implementation of environmental management policies and improvement of environmental performance, business ethics, product safety and service quality, employee training and development, diversity and inclusion, community support, privacy and data security, climate change and corporate social responsibility:

- (a) Guide and review the formulation of the Company's ESG vision, strategies and plans, and report and make recommendations to the Board accordingly.
- (b) Assist the Board in identifying and evaluating the Company's ESG-related risks and opportunities.
- (c) Review the progress of the Company's ESG-related practice and internal control system, and report the appropriateness and effectiveness of such practice and system and make recommendations to the Board.
- (d) Review and supervise the implementation and performance of the Company's ESG-related work against the Company's ESG objectives and relevant external ESG indices.
- (e) Review and guide the Company's annual ESG report and other material public disclosure and reporting related to the ESG matters, and report and make recommendations to the Board.
- (f) Advise the Board on any ESG-related legal, regulatory and compliance developments and public policy trends, which could have a material impact on the Company's ESG commitments and business practices.
- (g) Address other matters authorized by the Board from time to time.

B. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

- (a) To develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of Nasdaq, and to recommend any desirable changes to the Board.
- (b) To advise the board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken.
- (c) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, 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. 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 retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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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.