

XPENG INC.
ANTI-CORRUPTION & SANCTIONS POLICY

1. Policy

It is the policy of XPeng Inc. (“the Company”) to conduct business ethically and to prohibit bribery in connection with the conduct of its business. The purpose of this policy (the “Policy”) is to provide guidance to the Company’s directors, officers, employees, agents, consultants, and other third-party representatives to ensure compliance with applicable anti-corruption laws, including but not limited to the Criminal Law and the Anti-Unfair Competition Law of the People’s Republic of China (the “Anti-Corruption Laws”). When conducting Company business, you should comply with the Anti-Corruption Laws, uphold the core values of the Company, and safeguard the good reputation of “honesty and integrity” of the Company.

In addition, the United States, United Kingdom, United Nations, and European Union have established economic and financial sanctions programs designed to restrict trade with certain countries, entities, and individuals. These sanctions programs generally do not apply to the Company or its business operations, but as some sanctions laws and regulations may apply to the Company in limited circumstances, the Company has implemented certain notification and pre-approval requirements to minimize the risk of potential violations. These requirements are described in further detail below.

It is every employee’s responsibility to counter bribery and sanctions violations by adhering to this Policy.

It is the responsibility of every manager to communicate this Policy and to ensure that all employees reporting to him or her, and external parties within his or her area of responsibility working on behalf of the Company, understand and comply with the prohibitions and requirements in this Policy.

Violations of this Policy may lead to employees being subject to disciplinary action, up to and including termination of employment. Breach of applicable Anti-Corruption Laws may also result in criminal or civil penalties being imposed on the Company or employees, including fines and imprisonment.

2. Definitions

Government Official

For the purpose of this Policy, the term “government official” includes:

- officers, employees, and other persons working in an official capacity on behalf of any branch of a government (*e.g.*, legislative, executive, judicial, law, military, or public education) at any level (*e.g.*, local, county, provincial, or Central) or any department or agency thereof, regardless of seniority;

- members of political parties, political party officials, and candidates for political office;
- directors, officers, and employees of state-owned, state-controlled, or state-operated enterprises, regardless of seniority;
- officers, employees, and other persons working in an official capacity on behalf of any public international organization, e.g., the United Nations or the World Bank, regardless of seniority; and
- immediate family members (e.g., parents, children, spouses, and in-laws), close friends, and close business associates of the above-mentioned individuals.

Gift

For the purpose of this Policy, the term “gift” includes:

- any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, contribution of time or materials, or other item having monetary value;
- charitable contributions where any such contribution is made in the name of a specified person or if an individual benefit (e.g., attendance at a dinner, golf outing, or other event) is conferred by reason of the contribution; and
- anything of value to the recipient, even if the value is non-monetary in nature (e.g., offering to give a customer’s child employment or an internship).

Entertainment

For the purposes of this Policy, the term “entertainment” includes meals, refreshments, cultural events, spectator sport events, participatory sport activities, recreational activities, and hospitality offered outside of a formal meal setting.

Travel

For the purposes of this Policy, the term “travel” includes any costs met in relation to a third party (including services, travel, transportation, lodging, and meals, whether provided in kind, by purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred) in connection with any travel, foreign or domestic, sponsored, organized, or subsidized by the Company, in whole or in part.

Employee

For the purposes of this Policy, the term “employee” includes all Company employees and their family members.

3. Overview of the Anti-Corruption Laws

Anti-Bribery Prohibitions

The Anti-Corruption Laws generally make it illegal to offer or provide money or anything of value to a government official for the purpose of improperly influencing the official or securing an improper advantage in order to obtain or retain business. The mere offer of an improper payment may constitute a violation of the Anti-Corruption Laws, even if the payment is not actually made and even if a government official does not take action in response. This Policy also prohibits commercial bribery, i.e., the offer or provision of money or anything of value to a commercial counterparty for the purpose of improperly influencing the counterparty or securing an improper business advantage.

Improper Payments

Payments of “anything of value” and a “thing of value” are not limited to tangible items of economic value, but may include anything that offers a benefit to a recipient, including mere promises or potential opportunities. A thing of value does not need to have any monetary value to constitute an improper benefit or bribe. Examples of “things of value” include cash, gift or value cards, gifts, meals, entertainment, electronic goods, computers, transportation, travel and lodging expenses, discounts on products or services, employment, internships, offers of future employment or internships, loans with favorable interest rates or repayment terms, charitable donations, and personal favors. Employees are not permitted to make from their own funds any payments that would be prohibited by this Policy.

The phrase “obtain or retain business” has been interpreted broadly, and this Policy prohibits improper payments to secure, perform, or maintain business, as well as improper payments to secure discretionary governmental action in the course of business operations. All payments that may directly or indirectly give the Company an improper business advantage are prohibited.

Books and Records Requirements

The Anti-Corruption Laws require accurate books, records, and accounts, which in reasonable detail accurately and fairly reflect transactions and the disposition of assets. Any unrecorded payment, off-book account, undocumented rebate, or inaccurate record could be improper, regardless of whether the underlying transaction involves a bribe or kickback.

How the Anti-Corruption Laws Affect the Company

To aid in developing business relationships, the Company may exchange business hospitality with its customers, potential customers, suppliers, or business partners. The provision of business hospitality is strictly regulated by the Company, even if personal funds are used.

4. Prohibition on Improper Payments, Kickbacks, and Other Forms of Bribery

The company has a zero tolerance policy towards bribery and corruption. Employees and representatives of the Company are strictly prohibited (whether acting in their own capacity or on the Company's behalf) from:

- directly or indirectly offering, promising, giving, or authorizing any bribe or kickback to or for the benefit of any person in order to obtain any improper business or other advantage for the Company, or in connection with their family, friends, associates, or acquaintances;
- soliciting, accepting, or receiving (whether for the Company's benefit, their own benefit or that of their family, friends, associates, or acquaintances) any bribe or kickback from any person in return for providing any Company business or other advantage;
- otherwise using illegal or improper means (including bribes, favors (including the offering of undue employment or internship opportunities to government officials or their family members), blackmail, financial payments, inducements, secret commissions, or other rewards) to influence the actions of others; or
- acting as an intermediary for a third party in the solicitation, acceptance, payment, or offer of a bribe or kickback.

As well as complying with the specific prohibitions in this Policy, employees must exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

5. Gifts, Hospitality, Travel, and Entertainment

Employees must exercise good judgment and moderation in providing business-related gifts, entertainment, and travel. Never offer a business courtesy under circumstances that might create the appearance of impropriety. No gift, entertainment, or travel shall be given if it can be constructed as a bribe or payoff, would violate applicable laws or regulations, or is counter to the customer's or official's own standards.

Gifts: This Policy prohibits the provision of gifts, unless the gift is nominal in value, promotional in nature, infrequent, and given under circumstances in which such gift-giving is widely accepted or customarily practiced (e.g., customary gifts given during traditional festivals). Gifts of cash or cash equivalents (e.g., gift cards, store cards, cash cards, value cards, or gambling chips) are never allowed.

In addition, the following guidelines apply to the provision of gifts:

- all gifts offered or promised to a Government Official must be pre-approved by Company Department, Officer, or Manager Responsible for Monitoring anti-corruption compliance (“Relevant Compliance or Legal Officer”);
- for non-government customers, pre-approval by the Relevant Compliance or Legal Officer is required for all gifts (excluding entertainment) of \geq US\$100 or equivalent in value;
- gifts offered to commemorate special occasions, *e.g.*, birthdays or new born children, may be given no more than once per year to any particular recipient, and must be pre-approved according to their value pursuant to this Policy; and
- the provision of cash and cash equivalents (cash cards, gift cards, store cards, value cards, gas cards, communication cards, etc.) are strictly prohibited.

Company employees with questions about the propriety of any gift should contact their immediate supervisor or the Relevant Compliance or Legal Officer for guidance before offering the gift.

Entertainment and Hospitality: Entertainment and hospitality provided to customers, prospective customers, and government officials may be appropriate provided that the entertainment is business-related and appropriate in value. Employees must exercise special caution when providing entertainment to government officials. Offering or receiving any entertainment that might be perceived to influence a business relationship unfairly also should be avoided.

Entertainment should never be offered to secure something in return or to influence the performance of a government official or customer. Rather, it must be provided as a means to develop business relationships, discuss business objectives, and promote the Company’s products and services. The Company permits entertainment and business hospitality if they are (1) related to the promotion of the Company’s products or services or to the execution or performance of its contract with a customer, (2) customary under local business practices, (3) infrequent, (4) not lavish or extravagant, and (5) provided in a legitimate, *i.e.*, legal and proper, venue.

A Company employee must be present for all entertainment provided to customers, prospective customers, and government officials. The Company will not tolerate the use of company funds at inappropriate saunas or spas, bathhouses, illegal or inappropriate massage parlors and karaoke clubs, or any at venue offering adult entertainment. Adult entertainment of any kind involving an employee and Company customers or government officials is always prohibited, whether paid for with personal or Company funds.

The Relevant Compliance or Legal Officer must pre-approve:

- all entertainment of government officials; and

- the entertainment of non-government customers where the expenses exceed US\$100 or equivalent per-person.

Travel: Reasonable and bona fide travel expenditures paid on behalf of government officials or customers may be permissible in certain circumstances. For example, the Company may cover the costs of travel for an official or customer to visit the Company's offices and discuss the Company's goods, services, and qualifications or travel in connection with a project or a product launch.

All travel expenses must be pre-approved by the Relevant Compliance or Legal Officer. Travel expenses shall not be extravagant or lavish, and may include (1) airfare, (2) lodging costs, (3) ground transportation costs, and (4) the costs of meals and modest entertainment during the trip. Payment of cash per diems, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of a government official are prohibited.

In addition, the following guidelines apply to the provision of travel:

- no invitation for travel may be extended without pre-approval from the Relevant Compliance or Legal Officer;
- the Company will provide travel only if such travel is appropriate, directly related to the Company's business, and not likely to embarrass the Company if publicly disclosed;
- a formal invitation must be sent to any proposed attendees and their employer. This invitation must (1) identify all proposed attendees or (2) where appropriate, identify the permissible number of attendees and suggest that the employer select the attendees. In addition, the formal invitation must detail the complete itinerary for a trip, including the amount of time devoted to business activities;
- no invitation may be extended to a Government Official when a request for official action is pending, contemplated, or has been recently completed before the relevant event. No invitation may be offered, or appear to be offered, to induce or reward official action;
- any requested visa sponsorship letter must accurately detail the purpose of the trip, locations to be visited, and the specific days that the trip begins and ends. The Company will sponsor an overseas trip only for such period of time as is reasonably related to Company business;
- use approved travel service providers, and pay directly to the service provider for attendee travel, accommodation, and where possible, meals;
- allowing attendees to pay first and seek post-travel reimbursement is prohibited;

- if necessary, attempt to reimburse small incidental expenses (e.g., local transportation) through the attendee's employer; and
- the business purpose of all travel, and the eligibility criteria for individual participation, must be recorded accurately and transparently.

6. Recordkeeping

Accurate records of all Company transactions must be kept. All receipts and expenditures must be supported by documents that describe them accurately and properly. The falsification of any Company book, record, or account is prohibited.

All documentation regarding expenditures, including, without limitation, general ledger and journal entries, invoices and purchase orders, contracts and agreements, and expense reports, shall be accurate. At a minimum, the Company's books and records shall reflect the recipient and/or beneficiary, amount, business purpose, and date of each payment. No off-book accounts or funds are permitted, whether held in the name of the Company or by a third party. Employees must not pay for business courtesies personally or use personal accounts as a means of evading the requirements of this Policy.

7. Appearance of Impropriety

Even if otherwise permitted by the letter of this Policy, the provision of any gift or entertainment that creates an appearance of undue influence or other impropriety will be considered a violation of the Policy and could lead to disciplinary action. Please see the Gift & Entertainment Examples, attached below, for more details. The use of personal funds to evade the requirements of this Policy is expressly prohibited. If an employee is in any doubt as to the appropriateness of a gift or entertainment, they should consult with the Relevant Compliance or Legal Officer in advance.

8. Third Parties

In addition to prohibiting individuals and entities from directly making improper payments, the Anti-Corruption Laws also prohibit payments made through a third party, including giving anything of value to a third party while knowing that any portion of that payment will be given to a government official or a customer for an improper purpose. Payments that cannot be made directly to an official or customer also cannot be made indirectly through a third party.

The Company will reserve the right to terminate relationships in the event that contractors or suppliers pay or solicit bribes or in any other way violate this Policy or the law.

9. Ensuring Compliance

Because the Company is committed to doing business ethically and in compliance with the Anti-Corruption Laws, this Policy will be evaluated annually by the Board of Directors of the Company and will be revised to account for changes in the Anti-Corruption Laws and to

accommodate good compliance practices. The Company will offer anti-corruption compliance training programs to educate employees about the requirements and obligations of the Anti-Corruption Laws and this Policy. Anti-corruption compliance training is mandatory for all new employees as part of the onboarding process. The level of training you will receive will depend on the specific risks associated with the area in which you operate. Training is to be reviewed at yearly intervals, with refresher courses taking place to update you with any developments. Furthermore, the Company will conduct periodic audits of its books and records to monitor compliance with this policy.

10. Reporting Bribery and Suspicious Activity

All employees of the Company must understand and follow this Policy, avoid any activity that might implicate the Company and its owners (either directly or indirectly) in any violation of this Policy or the Anti-Corruption Laws, and report actual or potential violations of this Policy or the Anti-Corruption Laws, whether by employees or third parties, to the CEO or CFO at the earliest opportunity. In case any employee has questions regarding compliance with this policy, the employee shall consult with the Relevant Compliance or Legal Officer or with such employee's immediate supervisor. Employees who report information in good faith pursuant to this Policy shall not be subject to any adverse consequences or any form of retaliation or reprisal.

The Relevant Compliance or Legal Officer shall promptly report to the Board of Directors of the Company actual or potential violations of this Policy or the Anti-Corruption Laws. The Board shall ensure the Company conducts a thorough investigation of any such actual or potential violations and takes appropriate disciplinary and corrective actions. Such disciplinary actions may include termination for cause.

11. Conflicts of Interest

Company employees must seek to avoid any real or perceived conflict between their private interests and the performance of their duties to the Company.

A conflict of interest arises when an individual's private interests influence, or may appear to influence, the objective exercise of his or her duties to the Company. Conflicts of interest can arise where, for example, a Company employee and/or the Company is considering business arrangements involving the Company which may provide the employee with a private benefit, or where employees' positions within the Company gives them an opportunity to provide special advantages or benefits to a third party related to such employee, including but not limited to a spouse, partner, child or friend.

Any situation which may give rise to a conflict of interest involving any Company employee or external party in connection with matters affecting the Company must be raised promptly with the Relevant Compliance or Legal Officer.

12. Sanctions

The United States, United Kingdom, United Nations, and European Union have established certain economic and financial sanctions and embargoes programs designed to prohibit or regulate trade with certain countries, entities, and individuals. Some of these controls are designed to penalize countries for human rights violations and weapon proliferation; others are designed to limit commerce with entities and individuals associated with terrorism or narcotics trafficking.

Sanctions laws and regulations implemented by the countries and international organizations named above (collectively, “Sanctions Laws”) prohibit engaging in or facilitating trade with any party (individual or entity): (1) specifically listed on certain sanctions lists, including lists maintained by the United States, United Kingdom, and the European Union (collectively, “Sanctioned Persons”); or (2) in certain embargoed countries, including, for example, Iran, North Korea, Cuba, the Crimea Region of Ukraine, and Syria (collectively, the “Sanctioned Countries”).

This Policy prohibits Group Personnel from engaging in any direct or indirect business or dealings with a Sanctioned Person or with or in a Sanctioned Country without first notifying and receiving pre-approval from the Relevant Compliance or Legal Officer and seeking the advice of external U.S. sanctions counsel. This means that the Company will not enter into any agreement with customers or other end users located in any of the Sanctioned Countries; export products or services to or import products or services from any of the Sanctioned Countries; or work with agents or other third parties in any of the Sanctioned Countries without the requisite pre-approval. To the extent that Company employees learn that the Company is engaged in any direct or indirect business or dealings involving any of the Sanctioned Countries, they are required to immediately notify the Relevant Compliance or Legal Officer.

13. Compliance Oversight and Monitoring

The company’s Board of Directors, together with its Chairman, Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), and the Relevant Compliance or Legal Officer are responsible for providing leadership, resources and active support for the implementation of this Policy.

The Relevant Compliance or Legal Officer will review this Policy at least annually, and at such other times as he or /she considers appropriate, to ensure that the Policy is amended or updated as necessary to ensure compliance with applicable laws and regulations.

The Board of Directors oversees compliance with this Policy. The Relevant Compliance or Legal Officer is responsible for day-to-day implementation and oversight of this Policy, including:

- development of operational guidelines/risk assessments necessary for the implementation and annual updating of this Policy;

- receiving and investigating reports of anti-corruption or sanctions-related incidents;
- review, approval and escalation of Company gifts, hospitality and entertainment as required by, and consistent with, the Company Gifts, Hospitality and Entertainment Policy as set forth in Section 5 herein;
- escalating known anti-corruption or sanctions issues to the Audit Committee and/or the Board of Directors, as appropriate;
- reporting to the Board of Directors as set out above;
- providing guidance to Company employees on this Policy; and
- record keeping in connection with this Policy and associated training.

14. Failure to Comply with Company Policy

No employee will be penalized or be subject to other adverse consequences for refusing to pay bribes even if it may result in the Company losing business.

Compliance with this Policy is mandatory for all employees. Any employee who violates this Policy will be subject to disciplinary action, up to and including dismissal.

Employees must cooperate fully and openly with any investigation by the Company into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information may also lead to employees being subject to disciplinary action, up to and including dismissal.

ANNUAL ACKNOWLEDGEMENT

I have received, reviewed and understand the Anti-Corruption & Sanctions Policy (the “Policy”) of the Company.

I acknowledge that I am responsible for complying with the Policy and all applicable anti-corruption laws, including but not limited to the Criminal Law and the Anti-Unfair Competition Law of the People’s Republic of China. I certify that I will do so.

I understand that any violation of the Policy or applicable laws may lead to disciplinary action, including dismissal.

Signature

Printed Name

Date

GIFT & ENTERTAINMENT EXAMPLES

A. Gift Examples

| | Types | Occasions | Individuals |
|----------------------|---|---|--|
| Appropriate | <ul style="list-style-type: none"> - Company logo items - Items with little or no market value - Small courtesy gifts, such as tea or candy | <ul style="list-style-type: none"> - When culturally appropriate (<i>i.e.</i>, during Sprint Festival or Mid-Autumn Festival) - Transparently given to commemorate a business milestone | <ul style="list-style-type: none"> - Representatives of government departments with whom no bid or deal is pending - Customers and business partners to whom the Company is promoting its goods or services |
| Inappropriate | <ul style="list-style-type: none"> - Cash, stocks, other negotiable instruments - Store, smart, cash or value cards - Jewelry - Alcohol - Electronic goods | <ul style="list-style-type: none"> - Before or during submission of bids - Before contract signing - Frequent giving to the same individual - When overall situation gives an appearance of impropriety - As a rebate - Receipt of gifts is prohibited by law or the recipient's employer | <ul style="list-style-type: none"> - Representatives of government departments with whom an official action is pending - Government officials who have the ability to exercise authority on behalf of the Company - Decision makers at customers - Where receipt of gifts is prohibited by law or the recipient's employer |

NOTE: The above examples are not exhaustive. Be mindful of the value and type of the gift and seek the appropriate approvals before proceeding.

B. Entertainment Examples

Entertainment

| | Types | Occasions | Individuals |
|----------------------|---|--|--|
| Appropriate | <ul style="list-style-type: none"> - Business meals - Refreshment as part of business meeting or promotional event - Cultural or sporting events | <ul style="list-style-type: none"> - Where business is conducted during or immediately after/before the entertainment | <ul style="list-style-type: none"> - Representatives of government departments with whom no official action is pending - Customers and business partners to whom the Company is promoting its goods or services |
| Inappropriate | <ul style="list-style-type: none"> - Massage parlors - Saunas - Adult entertainment - Illegal or inappropriate karaoke or KTV lounges - Recreational events where a Company employee does not attend with the customer | <ul style="list-style-type: none"> - Before or during the submission of bids, contracts or requests for official action - Frequent entertaining of the same individual - When overall situation gives an appearance of impropriety - Receipt of entertainment is prohibited by the law or recipient's employer | <ul style="list-style-type: none"> - Representatives of government departments before whom an official action is pending - Government officials who have the ability to exercise authority on behalf of the Company - Receipt of entertainment is prohibited by the law or recipient's employer |

NOTE: The above examples are not exhaustive. Be mindful of the value and type of the entertainment and seek the appropriate approvals before proceeding.