XPENG INC.

NOMINATION COMMITTEE CHARTER

This Nomination Committee Charter (the "**Charter**") was adopted by the Board of Directors (the "**Board**") of XPeng Inc., a Cayman Islands company (the "**Company**"), on June 19, 2021, and shall become effective immediately upon the Company's listing on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"). The Charter is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Charter, the English version shall prevail over the traditional Chinese version.

I. Purpose

The purpose of the Nomination Committee (the "**Committee**") is to assist the Board with fulfilling its responsibilities regarding:

(a) identifying qualified candidates as consistent with the criteria approved by the Board for director nominees and recommending such candidates to the Board for selection for all directorships to be filled by the Board or by the shareholders; and

(b) conducting annual reviews of the Board's independence, qualifications and experiences in light of the availability of potential Board members.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and must carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's memorandum and articles of association, as amended and restated from time to time (the "**Memorandum and Articles of Association**"). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of two or more directors, as determined by the Board, each of whom has experience and in the business judgment of the Board would be helpful in addressing the matters delegated to the Committee.

The Committee shall consist of a majority of independent non-executive directors of the Company who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time).

The members of the Committee, including the chairperson of the Committee (the "**Chairperson**"), shall be appointed by the Board. The Chairperson shall be an independent non-executive director of the Company or the Chairman of the Board.

The Board shall appoint at least one director of the Company of a different gender to the Committee.

Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Memorandum and Articles of Association that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least twice per year and more frequently as the Committee deems necessary or desirable. The Chairperson or any member of the Committee may call a meeting of the Committee. Any meeting of the Committee may be conducted in person or via telephone conference.

The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee.

The Committee will cause to be kept adequate minutes of all its proceedings. Full minutes of meeting of the Committee shall be kept by a duly appointed secretary (the "**Secretary**") of the meeting and shall be open for inspection at any reasonable time on reasonable notice by any director.

Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee for their comment and records. For the purposes of recording attendance only, the attendance of an alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself. The minutes of meetings shall record details of the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.

IV. Reporting Procedures

The Chairperson shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

V. Access

The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined solely in the Committee's discretion, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms which will be provided by the Company.

VI. Duties and Responsibilities

The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code as contained in Appendix C1 to the Listing Rules (as amended from time to time) and Rule 8A.27 of the Listing Rules (as amended from time to time), in addition to the authorities and responsibilities set out below.

1. (a) The Committee shall identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships.

(b) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified in accordance with the criteria approved by the Board and willing and available to serve.

(c) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified in accordance with the criteria approved by the Board and willing and available to serve.

(d) In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders, management and directors and shall take into account all factors the Committee considers appropriate, which shall include (i) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board, and (ii) all other factors it considers appropriate, which may include ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, experience in the Company's industry and with relevant social policy concerns, understanding of the Company's business on a technical level, other board service and educational and professional background. The Committee should also consider the extent to which the candidate would fill a present need on the Board.

(e) The Committee shall review annually with the Board the structure, size and composition of the Board with regards to characteristics such as independence, knowledge, skills, experience and diversity, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

(f) The Committee shall assess the independence of independent non-executive directors.

(g) The Committee shall make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer of the Company.

(h) The Committee shall support the Company's regular evaluation of the Board's performance.

2. The Committee shall develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report.

3. The Committee shall annually review the performance of each incumbent director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

4. The Committee shall oversee the Board in the Board's annual review of its own performance and the performance of management, and will make appropriate recommendations to improve performance. The Committee shall establish the evaluation criteria and implement the process for such evaluation.

5. Oversee and approve the management continuity planning process. Review and evaluate the succession plans, if any, relating to the Chairman, Chief Executive Officer and Chief Financial Officer of the Company, including plans related to unexpected occurrence, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

6. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

7. The Committee shall periodically report to the Board on its findings and actions.

8. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

VII. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Memorandum and Articles of Association and applicable law and rules of the markets in which the Company's securities then trade.

VIII. Annual General Meeting

The Chairperson or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the "**AGM**") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.