



## **NOMINATING COMMITTEE CHARTER**

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2.0	November 10, 2025	November 10, 2025	

# **CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF GRAB HOLDINGS LIMITED**

**(Last amended on November 10, 2025)**

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## **I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to, consistent with the Company’s memorandum and articles of association, as amended and restated from time to time (the “Articles”) and the provisions of this Charter, assist the Board in evaluating nominees other than Class B Directors (as defined in the Articles) (the “Common Directors”) to the Board and the committees thereof.

## **II. POWERS**

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 Articles. 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.

## **III. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of two 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 members of the Committee, including the chairperson of the Committee (the “Chairperson”), shall be appointed subject to and in accordance with the terms of the Articles; provided that so long as Anthony Tan is a member of the Board, he shall be a member of the Committee and shall be the Chairperson. Subject to the foregoing sentence, Committee members may be removed from the Committee, with or without cause, by the Board.

## **IV. MEETINGS AND PROCEDURES OF THE COMMITTEE**

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 Articles applicable to the Committee.

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this Charter. Only the Chairperson may call a meeting of the Committee. Any meeting of the Committee may be conducted in person or via telephone conference.

The Committee may, in the Chairperson's discretion, include in Committee meetings members of the Company's management, or any other person whose presence the Chairperson believes to be desirable and appropriate. Notwithstanding the foregoing, the Chairperson may exclude from Committee meetings any persons, including but not limited to, any non-management director who is not a member of the Committee.

The Committee, in the discretion of the Chairperson, may retain any independent counsel, experts or advisors that the Chairperson 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 Chairperson'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, in the discretion of the Chairperson, shall have sole authority to retain and terminate any search firm to be used to identify Common Director candidates, including sole authority to approve such search firm's fees and other retention terms which will be provided by the Company.

The Committee will cause to be kept adequate minutes of all its proceedings. 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.

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

1. The Committee shall review annually with the Board the characteristics such as knowledge, skills, qualifications, experience and diversity of Common Directors.

2. The Committee shall oversee director training and development programs, with discretion to, as it deems appropriate, determine the content and any other aspect of such programs.

3. The Committee shall advise the Board periodically with regard to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations with respect to its corporate governance practices, and make recommendations to the Board on all matters of corporate governance and on any remedial action to be taken.

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

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