AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF HESAI GROUP

(Adopted by the Board of Directors of Hesai Group (the "Company") on April 29, 2025, effective upon the Company's listing on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"))

I. PURPOSE OF THE COMMITTEE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company shall be to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company's memorandum and articles of association or the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors as determined from time to time by the Board, and a majority of independent non-executive directors. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Global Select Market (the "**Nasdaq**") and the Hong Kong Stock Exchange, and any additional requirements that the Board deems appropriate. Composition of the Committee shall also comply with any other applicable laws and regulations.

The chairperson of the Committee, who must be an independent non-executive director, 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 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, provided that the chief executive officer of the Company (the "**CEO**") may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

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. Executive Compensation

The following duties and responsibilities with respect to the Company's executive compensation plans are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the "**SEC**"), the Nasdaq, the Hong Kong Stock Exchange or any other applicable regulatory authority:

(a) make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(b) review and approve the management's remuneration proposals with reference to the goals and objectives of the Company's executive compensation plans (which should be reviewed at least annually), and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(c) review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;

(d) evaluate annually the performance of the CEO in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of his or her office or appointment) based on this evaluation; provided that in determining the long-term incentive component of the CEO's compensation, the Committee shall consider factors as it determines relevant, which may include, for example the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO in past years and the Committee may discuss the CEO's compensation with the Board if it chooses to do so;

(e) evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the compensation of such other executive officers (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment); provided that to the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO;

(f) evaluate annually and recommend to the Board the appropriate level of compensation for Board and Committee service by non-executive directors;

(g) evaluate annually and to make recommendations to the board on the remuneration packages of individual executive directors and senior management;

(h) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment (including any severance or termination arrangements) to ensure that it is consistent with contractual terms and is otherwise fair and is otherwise reasonable and appropriate;

(i) review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(j) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan;

(k) review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board;

(l) review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy, and the Company's compensation arrangements;

(m) review and approve the description of executive compensation included in the Company's annual report on Form 20-F;

(n) perform such other functions as assigned by law, the Company's memorandum and articles of association or the Board;

(o) ensure that no director or any of their associates is involved in deciding that director's own remuneration;

(p) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group; and

(q) review and/or approve matters relating to any share incentive plan of the Company under Chapter 17 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

B. General Compensation and Employee Benefit Plans

The following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans, are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Nasdaq, the Hong Kong Stock Exchange, or any other applicable regulatory authority:

(a) review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;

(c) review all equity-compensation plans to be submitted for shareholder approval pursuant to the requirements of the Nasdaq and the Hong Kong Stock Exchange, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement; and

(d) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the CEO and the Company's director compensation arrangements.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its own 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 to the Board for its consideration. 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. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. 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. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel, or other advisers retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel, or other advisers to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

(a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other advisers;

(b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other advisers, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other advisers;

(c) The policies and procedures of the person that employs the compensation consultant, legal counsel, or other advisers that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the compensation consultant, legal counsel, or other advisers with a member of the Committee;

(e) Any share of the Company owned by the compensation consultant, legal counsel, or other advisers; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other advisers or the person employing the advisers with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel, or other advisers that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any compensation consultant, legal counsel, or other advisers whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the SEC: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel, or other advisers to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel, or other advisers. The Committee may select or receive advice from any compensation consultant, legal counsel, or other advisers it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel, or other advisers to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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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.