

# LIZHI INC.

## Compensation Committee Charter

Adopted on October 23, 2019

### Purpose and Scope

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of LIZHI INC. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

### Membership

The Committee shall consist of one or more members of the Board. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairperson of the Committee (the “**Chairperson**”).

### Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

#### *Executive Compensation*

- The Compensation Committee shall review and approve the compensation of each of the Company’s executive officers. In reviewing and approving executive officer compensation, the Committee shall, among other things:
  - identify, review and approve corporate goals and objectives relevant to executive officer compensation;
  - review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
  - evaluate each executive officer’s performance in light of such goals and objectives and determine each executive officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - determine any long-term incentive component of each executive officer’s compensation.

### *Management Succession*

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for executive officers selection and succession in the event of the incapacitation, retirement or removal of the executive officers, and evaluations of, and development plans for, any potential successors to the executive officers.

### *Compensation Policies and Plans*

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.
- The Committee shall administer the Company's Amended and Restated 2019 Share Incentive Plan unless otherwise determined by the Board. The Committee or the Board, as determined by the Board, may authorize an Administrator to administer the Company's Amended and Restated 2019 Share Incentive Plan.

### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### *Risk Assessment*

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

### **Authority and Delegations**

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence

from management, including those independence factors enumerated by the Nasdaq Stock Market rules.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

Voting on Committee matters shall be on a one vote per member basis. All matters submitted for voting shall require voting by a majority of the Committee. A resolution in writing (in one or more counterparts) signed by a majority of the Committee members shall be as valid and effective as if the resolution had been passed at a general meeting of the Committee duly convened and held.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.