

HUAZHU GROUP LIMITED
A Cayman Islands corporation
(the “Company”)

**Amended and Restated
Compensation Committee Charter**
Adopted March 03, 2022

Purpose and Scope

The Compensation Committee is created by the Board of Directors of the Company to discharge the responsibilities set forth in this charter. The Compensation Committee shall have the authority and membership and shall operate according to the procedures provided in this charter.

Membership

The composition of the Compensation Committee shall be in compliance with the requirements of the Nasdaq applicable to foreign private issuers. The Compensation Committee shall be comprised solely of directors deemed by the Board of Directors (the “Board”) to be independent and who meet independence requirements of the Nasdaq. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairman of the Compensation Committee.

Responsibilities

In addition to any other matters that are specifically delegated by the Board from time to time, the Compensation Committee is responsible for the following matters.

Executive Compensation

- The Compensation Committee shall review and approve the compensation of the CEO and each of the Company’s other executive officers.

Director Compensation

- The Compensation Committee shall review and approve the compensation of each of the Company’s director. Any member of the Compensation Committee should abstain from voting in any meeting where his or her compensation is determined.

Compensation Policies and Plans

- The Compensation Committee shall review and evaluate the Company’s executive and director compensation and benefits policies generally

(subject, if applicable, to shareholder 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.

Reporting to the Board

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

Authority

The Compensation Committee has the authority to administer, interpret and determine awards pursuant to the Company's equity-based compensation plans.

The Compensation Committee has the sole authority to retain and terminate any compensation consultant assisting the Compensation Committee in the evaluation of executive compensation or director compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

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

Procedures

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the Compensation 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. No director or executive officer should attend that portion of any meeting where such director's or executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee. Any director or the CEO may not be present during voting or deliberations related to his or her compensation.