

Tuya Inc.

Compensation Committee Charter

Initially adopted on February 21, 2021 and as amended on June 15, 2022 and August 29, 2022
(which amendment becomes effective immediately)

Purpose and Scope

The compensation committee (the “**Committee**”) is created by the board of directors (the “**Board**”) of Tuya 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. The members of the Committee, including the chairperson of the Committee (the “**Chairperson**”), shall be appointed by the Board. The Chairperson must be an independent non-executive director. Committee members shall be appointed by the Board and may be removed by the Board at any time. The majority of the Committee members must be independent non-executive directors.

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.

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Executive Compensation

- The Committee should consult the chairman of the Board and/or chief executive about their remuneration proposals for other executive directors.
- The Committee shall, at least annually, review and evaluate and shall 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.
- The Committee shall either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

- The Committee shall make recommendations to the Board on the remuneration of non-executive directors.
- The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- The Committee shall review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
- The Committee shall 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.
- The Committee shall ensure that no director or any of his associates is involved in deciding his own remuneration.
- The 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 submit for Board's approval of the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation, equity-based plans and employee stock ownership plans of the Company (including any amendment thereto). In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers (including any amendment thereto) and other employees of the Company and any other factors that it deems appropriate.

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 New York Stock Exchange 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 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.

Notice of a Committee meeting shall be given two (2) calendar days prior to the meeting; provided that such requirement may be waived in writing by a majority of the members of the Committee then in office.

The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee members, and unless so fixed, the presence of a simple majority of Committee members then in office, one of whom must be an independent non-executive director, shall constitute a quorum.

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. The Chairperson could cast a tie-breaking vote when the Committee has a deadlock.

Full minutes of Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the meetings signed by the chairman of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

A resolution in writing (in one or more counterparts), signed by all of the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. When signed a resolution may consist of several documents each signed by one or more of the Committee members.