

WANDA SPORTS GROUP COMPANY LIMITED

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nomination and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Wanda Sports Group Company Limited, a Hong Kong corporation (the “**Company**”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “**Board**”), consistent with criteria approved by the Board;
- (b) recommend nominees to the Board for election or re-election to the Board, or for appointment to fill any vacancy on the Board, consistent with the Company’s director qualifications criteria;
- (c) at least annually, develop and recommend to the Board for approval corporate governance guidelines applicable to the Company and advise the Board with respect to significant developments in the law and practice of corporate governance and the Company’s compliance with such laws and practices; and
- (d) oversee the evaluation and effectiveness of the Board as a whole.

II. Organization

The Committee shall consist of three or more directors. Members of the Committee shall each be qualified to serve on the Committee pursuant to the requirements of the stock exchange where the Company’s American Depositary Shares representing its Class A ordinary shares are listed and traded and any additional requirements that the Board deems appropriate.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees as the Committee deems appropriate.

III. Meetings

The Committee shall meet as frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other

electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence, knowledge, skills, experience, expertise, diversity and availability of service, and periodically review these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director's continuation on the Board every year. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including independence, knowledge, skills, experience, expertise, diversity and availability of service and the requirements of the Company's corporate governance guidelines and any other criteria approved by the Board.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review annually and make recommendations to the Board with respect to the size, composition (with regards to characteristics such as independence, knowledge, skills, experience, expertise, diversity and availability of service) and organization of the Board and committees of the Board.
5. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
6. Select and recommend to the Board the names of directors to serve as members of the audit committee and the compensation committee, as well as of the Committee itself.
7. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") succession plan (the "**Succession Plan**"), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems

appropriate, to review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.

8. Oversee the annual evaluation of the Board and its committees.
9. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes the Committee deems appropriate.
10. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 20-F filed with the Securities and Exchange Commission.
11. Review and assess the adequacy of this Charter at least annually and recommend to the Board any changes deemed appropriate by the Committee.
12. Review its own performance annually.
13. Report regularly to the Board.
14. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

V. Resources

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "**Advisors**") to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.