

MAKEMYTRIP LIMITED
CHARTER OF THE COMPENSATION COMMITTEE

This is the Compensation Committee Charter (the “Charter”) of MakeMyTrip Limited, a company incorporated under the laws of Mauritius (the “Company”).

1) PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities relating to compensation of the executives of the Company and its subsidiaries (the “Group”), including by designing (in consultation with management or the Board), recommending to the Board for approval and/or evaluating the compensation plans, policies and programs of the Group. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s shareholders.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Constitution, as amended from time to time (the “Constitution”) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

2) MEMBERSHIP

The Committee shall be comprised of two or more directors, each of whom, in the determination of the Board must satisfy the independence requirements of Nasdaq, except as otherwise permitted by applicable Nasdaq Stock Market LLC (“Nasdaq”) rules, and meet all other eligibility requirements of applicable laws.

The members of the Committee, including the Chair of the Committee (the “Chair”), shall be appointed by the Board, subject to the Constitution and the Amended and Restated Investor Rights Agreement, dated as of April 26, 2019, between the Company and Ctrip.com International, Ltd. (as amended and restated from time to time, the “Investor Rights’ Agreement”) for so long as it is in effect. Committee members may be removed from the Committee, with or without cause, by the Board. If at any time and for so long as the Committee has fewer than two (2) members, then all of the duties and responsibilities of the Committee set forth in this Charter shall be exercised by the directors of the Board that are independent

(within the meaning of Nasdaq Stock Market Rule 5605(a)(2)).

3) MEETINGS AND PROCEDURES

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chair (or by the Company's management if they are facilitating the meeting) upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair (or in his or her absence, a member designated by the Committee members present at such meeting) shall preside at each Committee meeting. One of the members or anyone from the management present during the meeting, as determined by the Committee, may record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's Constitution. Notwithstanding the foregoing, in the event the Committee consists of only two members, both members must be present, in person or by phone, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Constitution that are applicable to the Committee. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Constitution, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting through a written resolution of all the members.

The Committee, in its sole discretion, may invite to its meetings other directors who are not members of the Committee, or the members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Group or any other person whose presence the Committee believes to be necessary or appropriate. If the Committee invites any of the other directors to attend any meeting, such directors may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

The Committee may, in its sole discretion, retain or obtain advice from compensation and benefits consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such persons retained by the Committee.

The Secretary of the Company, or the Group's regular legal counsel shall maintain the original signed minutes for filing with the corporate records of the Company. Copy of any such minutes shall be provided to each member of the Committee and other members of the Board who has participated in a specific meeting. The Chair shall report to the Board regarding the activities of the Committee as and when requested by the Chair of the Board.

4) DUTIES AND RESPONSIBILITIES

The Committee may at such times as it may deem fit:

- a) Review the compensation plans, policies and programs adopted by the Group.
- b) With respect to the CEO and other executive officers of the Company, and any members of the Board (other than non-employee members of the Board), review and approve the corporate goals and objectives relating to the compensation, evaluate the performance and determine and approve their compensation.
- c) Review and approve or make recommendations to the Board regarding the Company's compensation plans, equity-based plans and similar arrangements.
- d) Evaluate its own performance, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- e) Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and executive officers (as defined under Rule 3b-7 of the Exchange Act), and with all other applicable laws affecting employee compensation and benefits.

5) DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent permitted by or consistent with provisions of the Constitution and applicable laws and regulations and rules of the markets in which the Company's securities then trade.

6) INVESTOR RIGHTS AGREEMENT

For so long as the Investor Rights Agreement is in effect, this Charter will be interpreted to be consistent with such agreement.
