

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF GDS HOLDINGS LIMITED**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of GDS Holdings Limited (the “Company”) on October 18, 2016 and became effective upon the establishment of the Nominating and Corporate Governance Committee of the Board (the “Committee”).

### **I. Purpose**

The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, and to recommend to the Board director nominees for election or reelection, as the case may be, at annual meetings of shareholders.

### **II. Interpretation**

Terms used but not defined in this Charter shall have the same meanings as those used in the Articles of Association of the Company (as may be amended and adopted from time to time) (the “Articles”).

### **III. Composition**

The Committee must consist of three (3) members, (i) at least one (1) of whom shall be an Independent Director elected at a general meeting of our shareholders with Class B Ordinary Shares having one (1) vote per Class B Ordinary Share in respect of the resolution to elect such Independent Director, (ii) one (1) of whom shall be a Director nominated by the holders of the Class B Ordinary Shares for so long as there are Class B Ordinary Shares outstanding (who shall be Mr. William Wei Huang), and (iii) one (1) of whom shall be an STT Director for so long as STT has the right to appoint one or more Directors to the Board, and then shall be an Independent Director. The chairman of the Committee shall be a Committee member who is a Director nominated by the holders of the Class B Ordinary Shares for so long as there are Class B Ordinary Shares outstanding (who shall be Mr. William Wei Huang for so long as Mr. William Wei Huang is a Director). At least one (1) member of the Committee must satisfy the independence requirements of the Nasdaq Stock Market LLC (“NASDAQ”), subject to any available exception.

Subject to the membership requirements as stated above or as described below, Committee members must be appointed and may be removed, with or without cause, by the Board. For the avoidance of doubt, in the event of any vacancy that reduces the Committee’s membership to less than three (3) members, the Committee shall be authorized to recommend, notwithstanding the membership requirements stated in the foregoing paragraph, any Director to fill such vacancy and to serve as an interim member of the Committee, subject to the Board’s final approval of such appointment. Any Director so appointed shall serve on the Committee until such time as a replacement who satisfies the membership requirements stated in the foregoing paragraph is appointed.

#### **IV. Meetings**

The Committee must meet at least twice during each fiscal year.

The Committee may invite to its meetings any persons it deems appropriate to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate to carry out its duties and responsibilities.

The Committee may appoint a Secretary who will be entitled to attend all meetings and minute the proceedings.

Meetings may be called by any Committee member or Secretary of the Committee.

#### **V. Procedures**

Three Committee members shall constitute a quorum sufficient for the Committee to take action. The Committee shall act by a vote of a simple majority. Resolutions may be made at any Committee meeting or by all Committee members signing a resolution in writing sent to all Committee members.

Committee members may participate in a Committee meeting by means of telephone, video conference or similar communications equipment without the need for physical proximity with one another.

The chairperson will determine the meeting agenda, in consultation with the Committee members.

#### **VI. Authority**

The Committee has 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 Articles that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties 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 and consistent with this Charter, the purposes of the Committee, and the Articles.

#### **VII. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to

become members of the Board with the view that the Board will have the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board certain nominees for election to the Board at any annual meeting of shareholders. Notwithstanding any provision of this Charter, the Committee shall review and approve the nomination of all the Independent Directors (including the Independent Director who is elected by the shareholders with the Class B Ordinary Shares having 20 votes per Class B Ordinary Share in respect of such resolution) for election to the Board at any general meeting of shareholders. In the circumstances where either (i) a person who is nominated by the Committee to be appointed as an Independent Director is not elected as a Director by the shareholders; or (ii) a person who is elected as an Independent Director by the shareholders ceases to be a Director of the Company, then, (x) in the case of an Independent Director nominee who was subject to election at any general meeting of shareholders with the Class B Ordinary Shares having 20 votes per Class B Ordinary Share, the holders of the Class B Ordinary Shares shall, by notice to the Company, appoint another person as Director (being an Independent Director) in his/her stead, and (y) in the case of any Independent Director nominee who was subject to election at any general meeting of shareholders without Class B Ordinary Shares having 20 votes per Class B Ordinary Share, the Committee shall, by notice to the Company, appoint another person as Director (being an Independent Director) in his/her stead. Any person so appointed shall hold office only until the next annual general meeting of the shareholders after his/her appointment and be subject to re-nomination and re-election at such meeting.

2. *Criteria for Selecting Directors.* Subject to any provision set forth in the Articles, the Committee will (i) review and recommend to the Board the criteria to be used by the Committee in recommending Directors (other than Independent Directors) and (ii) review and approve the criteria to be used by the Committee in nominating Independent Directors (which shall also include the independence requirements of NASDAQ and the U.S. Securities and Exchange Commission).

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

5. *Other Corporate Governance Matters.* The Committee may review processes and make recommendations to the Board regarding governance matters, including, but not limited to, the Articles and the charters of the Company's other committees.

6. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

7. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

8. *Review of this Charter.* The Committee must periodically review and reassess this Charter as conditions dictate and submit any recommended changes to the Board for its consideration. For so long as STT has the right to appoint one or more Directors to the Board, any amendment to this Charter shall require the prior approval of the member of the Committee that is an STT Director.

### **VIII. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.