

COMPENSATION COMMITTEE CHARTER
of the Compensation Committee
of Baozun Inc.

This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Baozun Inc. (the “Company”) on May 5, 2015 and became effective upon the Compensation Committee of the Board (the “Committee”) is established.

I. Purpose

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must (1) satisfy the independence requirements of the NASDAQ rules, except as otherwise permitted by applicable NASDAQ rules, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**1934 Act**”), and (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and 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 Company’s Memorandum & Articles of Association that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation 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 Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

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, the Company’s Memorandum & Articles of Association and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

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

6. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

7. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. 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.