

Regulations of the Board of Directors

Version 9.0



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	Title	
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Adoption and Amendment History

July 27, 2009	Adoption	Version 1.0
October 5, 2012	1 st Amendment	Version 2.0
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November 15, 2018	4 th Amendment	Version 5.0
October 23, 2019	5 th Amendment	Version 6.0
March 11, 2021	6 th Amendment	Version 7.0
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Title

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Document #: SK D&D -Basic regulations

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CONTENTS

CHAPTER 1. GENERAL PROVISIONS	4
Article 1. Objective	4
Article 2. Scope of Application	4
Article 3. Authority	4
CHAPTER 2. COMPOSITION	4
Article 4. Composition	4
Article 5. Chairperson	4
CHAPTER 3. MEETING.....	5
Article 6. Types.....	5
Article 7. Person Authorized to Convene the Board of Directors' Meeting.....	5
Article 8. Procedure for Convocation.....	5
Article 9. Method of Resolution.....	6
Article 10. Agenda	6
Article 11. Committees within the Board of Directors.....	12
Article 12. (Deleted).....	12
Article 13. Attendance of Related Persons.....	12
Article 14. Authority to Supervise the Execution of Duties for Directors	12
Article 15. Meeting Minutes	13
Article 16. Secretary.....	13
ADDENDUM.....	14

	Title	
	Regulations of the Board of Directors	
	Document #: SK D&D -Basic regulations	Version #: 9.0 Issue Date: March 4, 2022

CHAPTER 1. GENERAL PROVISIONS

Article 1. Objective

The objective of these regulations shall be to set forth the matters necessary for the efficient operation of the Board of Directors as stipulated in Article 47 of the Articles of Incorporation of “SK D&D Co., Ltd.” (hereafter “Company”).

Article 2. Scope of Application

Matters related to the Board of Directors shall be governed by the regulations set forth herein, except for those matters prescribed by the relevant laws or the Articles of Incorporation.

Article 3. Authority

- ① The Board of Directors shall adopt resolution on matters prescribed by relevant laws or the Articles of Incorporation, matters delegated by the General Meeting of Shareholders, the basic policies of Company management, and other important matters in connection with the execution of business.
- ② The Board of Directors shall supervise the director’s execution of his/her duties.

CHAPTER 2. COMPOSITION

Article 4. Composition

The Board of Directors shall be comprised of all directors appointed at the General Meeting of Shareholders.

Article 5. Chairperson

- ① The Chairperson of the Board of Directors shall be governed by Article 38 of the Articles of Incorporation.

	Title	
	Regulations of the Board of Directors	
	Document #: SK D&D -Basic regulations	Issue Date: March 4, 2022

- ① The Chairperson of the Board of Directors shall preside as Chairperson at all Board of Directors meetings. If the Chairperson is unable to serve as the Chairperson, another director shall serve as Chairperson in the order previously resolved by the Board of Directors.

CHAPTER 3. MEETING

Article 6. Types

- ① The meeting of the Board of Directors shall consist of a general meeting of the Board of Directors and a special meeting of the Board of Directors.
- ② The general meeting of the Board of Directors shall be held on the third Wednesday of every month, but the person authorized to convene the meeting of the Board of Directors may set a different day of the month through a prior notice.
- ③ The special meeting of the Board of Directors shall be convened at any time, if deemed necessary.

Article 7. Person Authorized to Convene the Board of Directors' Meeting

- ① The Board of Directors' meeting shall be convened by a director specified in Article 38, Paragraph 2 of the Articles of Incorporation.
- ① Each director may request the director who is authorized to convene the meeting of the Board of Directors to convene a meeting by stating the agenda to be dealt with at the proposed meeting and the reason for convening such a meeting. If the director fails to convene the meeting of the Board of Directors upon the request without justifiable grounds, the director who made the request may convene the Board of Directors' meeting.

Article 8. Procedure for Convocation

- ① In convening the meeting of the Board of Directors, the notice shall be given to each

	Title	
	<h1>Regulations of the Board of Directors</h1>	
	Document #: SK D&D -Basic regulations	Version #: 9.0 Issue Date: March 4, 2022

director one (1) day prior to the date set for such meeting.

- ② Upon unanimous written consent of all directors, the Board of Directors meeting may be held without undertaking the procedure set forth in Paragraph 1 above.
- ③ In determining the date and place of the Board of Directors' meeting, it shall be vital to ensure the attendance of directors as much as possible.

Article 9. Method of Resolution

- ① The quorum for the Board of Directors meeting shall be a majority of all directors in office. All resolutions of the Board of Directors shall be adopted by a majority of the directors present at the meeting; provided, however, that resolution of the Board of Directors on any matters falling under Article 397-2 (Prohibition of Appropriation of Company's Opportunities and Assets) and Article 398 (Transactions between Directors, etc. and Company) of the Commercial Act shall be adopted by two-thirds (2/3) of all directors in office.
- ② The Board of Directors shall allow all or some directors to participate in the resolution process of the Board of Directors through the means of communication that allows simultaneous audio transmission, in lieu of attending such a meeting in person; such directors shall be deemed to have attended the meeting of the Board of Directors.
- ③ Any director who is an interested party to matters subject to the resolution of the Board of Directors shall not exercise his/her voting right.
- ④ The director who is not allowed to exercise his/her voting right in accordance with Paragraph 3 above shall be included for the number of directors, which is the basis for the quorum of the Board of Directors' meeting, but shall not be counted as an effective vote for the relevant agenda.

Article 10. Agenda

- ① Matters to be referred to the Board of Directors are as follows. However, upon unanimous



Title

Regulations of the Board of Directors

Document #: SK D&D -Basic regulations

Version #: 9.0

Issue Date: March 4, 2022

consent of all directors, the agenda may not be submitted to the Board of Directors, notwithstanding any of the following matters, except for those that are prescribed by laws or the Articles of Incorporation as matters to be submitted to the Board of Directors or that require a resolution by the Board of Directors delegated by the General Meeting of Shareholders.

1. Matters concerning the Company in general:

- (1) Convocation of a General Meeting of Shareholders;
- (2) Permission to exercise voting rights by electronic means;
- (3) Approval of business reports;
- (4) Approval of financial statements (including cases where approval of financial statements is possible only with a resolution of the Board of Directors if the conditions under the proviso to Article 449-2, Paragraph 1 of the Commercial Act are met);
- (5) Amendment of the Articles of Incorporation;
- (6) Decrease in capital;
- (7) Filing for and commencement of dissolution, liquidation, bankruptcy, rehabilitation procedures or workouts, etc. of the Company, and continuation of the Company;
- (8) Transfer and acquisition of important business, and merger, division, merger through division of the Company;
- (9) Conclusion, alteration or rescission of a contract for lease of the whole business, entrusting the operations thereof, or for sharing with another person the entire profits and losses from the business or of a similar contract;
- (10) Appointment and dismissal of directors;
- (11) Issuance of shares at price below par;
- (12) Reduction of directors' liability to the Company;
- (13) Matters concerning the dividends;
- (14) Determination of granting stock options and its exercise methods;



Title

Regulations of the Board of Directors

Document #: SK D&D -Basic regulations

Version #: 9.0

Issue Date: March 4, 2022

- (15) Determination of remuneration for directors;
- (16) Reduction in statutory reserve;
- (17) Consolidation or division of shares, change of class of shares, and other changes in share rights;
- (18) Comprehensive share exchange and transfer; and
- (19) Other agenda to be referred to the General Meeting of Shareholders.

2. Matters concerning the management of the Company:

- (1) Resolutions of key agenda concerning the management of the Company;
- (2) Appointment and dismissal of the Representative Director;
- (3) Submission of a proposal for dismissal of a director;
- (4) Resolution on several directors to jointly represent the Company;
- (5) Establishment, operation, and abolition of committees within the Board of Directors;
- (6) Appointment and dismissal of committee members within the Board of Directors; provided, however, that this shall not apply to Audit Committee members;
- (7) Overturning the resolutions of committees within the Board of Directors; provided, however, that this shall not apply to Audit Committee resolutions;
- (8) Determination of expert assistance for directors;
- (9) Appointment or dismissal of managers;
- (10) Establishment, relocation or abolishment of branches, plants, offices, and workplaces;
- (11) Determination of simplified mergers, simplified mergers through division, small-scale mergers, and small-scale mergers through division;
- (12) Report on mergers or consolidations;
- (13) Any of the following in excess of the scale of 5/100 of the greater of the capital or total capital, or over five (5) billion KRW, which shall be requiring approval of the Board of Directors as prescribed in the Monopoly Regulation and Fair Trade Act:



Title

Regulations of the Board of Directors

Document #: SK D&D -Basic regulations

Version #: 9.0

Issue Date: March 4, 2022

- A. Provision or transaction of funds, securities, or assets to or for any specially related persons; and
- B. Provision or transaction of goods or services to or for an affiliated company or its subsidiary in accordance with Article 342-2 (Acquisition of Parent Company's Shares by Subsidiary Company) in which the same person has invested 20% or more alone or in combination with relatives of the same person based on the total amount of quarterly transactions.

(14) Entering new businesses; and

(15) Establishment of, acquisition of, investment in or sale of a subsidiary. However, the case where the subsidiary is a real estate investment company under the Real Estate Investment Company Act is excluded.

3. Matters concerning finance:

- (1) Acquisition or disposal of tangible assets (including rental-purpose real estate) at least 5/100 of total assets as of the end of the previous fiscal year [including acquisition and disposal through a trust contract pursuant to the Financial Investment Services and Capital Markets Act (limited to cases where the corporation has the authority to instruct management) or through a private equity fund pursuant to the same Act (limited to cases where the corporation exercises de facto influence over asset management)];
- (2) Acquisition or disposal of shares, equity securities, and share-related bonds of other corporations at least 5/100 of equity capital (meaning equity capital as of the end of the previous fiscal year, the same shall apply hereinafter);
- (3) In case of providing or receiving a gift at least 1/100 of equity capital;
- (4) Provision of collateral or loan guarantee for others at least 5/100 of equity capital; provided, however, that performance guarantee, etc. and loan guarantee for tax payment are excluded;



Title

Regulations of the Board of Directors

Document #: SK D&D -Basic
regulations

Version #: 9.0

Issue Date: March 4, 2022

- (5) In case of providing loan discharge or takeover, or discharging loan at least 5/100 of equity capital;
- (6) Disposition of deficit;
- (7) Issuance of new shares;
- (8) Issuance of bonds or delegation of bond issuance to the Representative Director;
- (9) Transfer of reserves to capital;
- (10) Issuance of convertible bonds;
- (11) Issuance of bonds with warrants;
- (12) Issuance of securities related to share rights other than Item 10 and 11;
- (13) Grant of rights, change or amendment of conditions concerning acquisition of shares, bonds, or securities;
- (14) Introduction and guarantees of large sums of funds;
- (15) Assignment of mortgages and pledges on important properties;
- (16) Acquisition and disposal of treasury shares;
- (17) Cancellation of treasury shares;
- (18) Increase in short-term debt at least 10/100 of equity capital (short-term debt include bonds with maturities of one (1) year or less issued by methods other than solicitation, excluding debt to repay existing short-term debt);
- (19) When a decision is made on advance payments, provisional payment, loan of money or securities lending to other persons at least 5/100 equity capital; provided, however, that the case of loan or lending to employees and Employee Stock Ownership Association is excluded;
- (20) Capital increase, decrease, and other capital restructuring; and
- (21) Matters of financial activities of the Company in accordance with the guidelines as set forth in the relevant laws and regulations, in the event that the agenda guidelines of the Board of Directors stipulated in each Item of this Subparagraph fall short of or fail to meet the those of the Board of Directors prescribed by laws and regulations.



Title

Regulations of the Board of Directors

Document #: SK D&D -Basic regulations

Version #: 9.0

Issue Date: March 4, 2022

4. Matters concerning the directors, etc.:

- (1) Approval of transactions between directors, etc. and the Company;
- (2) Approval of director's use of Company's business opportunities;
- (3) Approval of director's engagement in other company (however, it is limited to the case of an unlimited liability employee or director of other company for the purpose of the same type of business); and
- (4) Adoption, amendment or abolition of the Board of Directors regulations, council regulations and other key Company regulations.

5. Other matters:

- (1) Filing of important lawsuits;
- (2) Cancellation of grant of stock options;
- (3) Appointment or change of independent auditor; and
- (4) Other matters prescribed in the relevant laws or the Articles of Incorporation, matters delegated by the General Meeting of Shareholders, and important matters deemed necessary by the Representative Director(s).

② The matters to be reported to the Board of Directors are as follows:

1. Activity results of committees matters delegated by the Board of Directors;
2. Matters recognized by the Audit Committee that a director does or is likely to commit an act in violation of laws or the Articles of Incorporation; and
3. Matters related to the execution of other important business operations.

③ Delegation of Authority

The executive officer's remuneration, including the director's remuneration pursuant to Article 10, Paragraph 1, Subparagraph 1, Item 15 (however, excluding the remuneration of inside directors) shall be delegated to the Representative Director to determine in accordance with the executive officer management regulations. The executive officer's remuneration determined by the Representative Director shall be deemed as it was determined by the Board of Directors.

	Title	
	<h1>Regulations of the Board of Directors</h1>	
	Document #: SK D&D -Basic regulations	Version #: 9.0 Issue Date: March 4, 2022

Article 11. Committees within the Board of Directors

- ① The Board of Directors may establish all types of committees within the Board of Directors in accordance with the Articles of Incorporation for a quick and efficient decision making:
- ② The Board of Directors may delegate its authority to such committees except for the following:
 1. Proposal of matters requiring approval of the General Meeting of Shareholders;
 2. Appointment and discharge of the Representative Director;
 3. Establishment of committee and appointment and discharge of such committee; and
 4. Other matters prescribed by the Articles of Incorporation.
- ③ The Committees shall consist of at least two (2) directors.
- ④ The Committees shall, by their resolution, appoint a person representing the Committees.
- ⑤ Matters regarding the detailed operation of the committees shall be determined by the Board of Director.

Article 12. (Deleted)

Article 13. Attendance of Related Persons

The Chairperson, if necessary, may require relevant officers and employees of the Company or third party to attend the meeting of the Board of Directors and request the statements of opinion.

Article 14. Authority to Supervise the Execution of Duties for Directors

- ① As each director performs the responsible duties, the Board of Directors may request the submission, investigation, or explanation of the relevant materials of the director, if the Board of Directors acknowledge that such director has violated the laws or the Articles of Incorporation, handled the tasks in a substantially unlawful manner, or there is a risk of such handling.

	Title	
	<h2>Regulations of the Board of Directors</h2>	
	Document #: SK D&D -Basic regulations	Version #: 9.0 Issue Date: March 4, 2022

- ② In case of Paragraph 1, the Board of Directors may request the suspension or change of performance of the relevant duty.

Article 15. Meeting Minutes

- ① The agenda for all Board of Directors meetings shall be recorded in the minutes.
- ② The minutes shall include the agenda, the substance of the proceedings of the Board and the result thereof, name(s) of director(s) who raise(s) an objection to the Board resolution and the reason therefor, shall be recorded in the minutes on which the names and seals of the directors present shall be affixed or which shall be signed by such persons.
- ③ Shareholders may request for access or a duplicate of the minutes of the meeting of the Board of Directors during business hours.
- ④ The Company may reject a request in Paragraph 3 above for a reason. In this case, the shareholder may access or make a duplicate of the minutes of the meeting of the Board of Directors upon obtaining approval from the court.

Article 16. Secretary

- ① The Board of Directors shall have a secretary.
- ② The secretary shall become the head of the unit in charge of the affairs of the Board of Directors in accordance with the regulations of roles and responsibilities and oversee the affairs for the Board of Directors under the direction of the Chairperson.

	Title	
	Regulations of the Board of Directors	
	Document #: SK D&D -Basic regulations	Issue Date: March 4, 2022

Addendum

Article 1. Date of Enforcement

This Regulations of the Board of Directors shall be effective on and after July 1, 2009.

Addendum

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after October 5, 2012, the date of resolution by the Board of Directors.

Addendum

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after January 25, 2017, the date of resolution by the Board of Directors.

Addendum

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after November 15, 2018, the date of resolution by the Board of Directors.

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after October 23, 2018, the date of resolution by the Board of Directors.

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after March 11, 2021, the date of resolution by the Board of Directors. However, the following shall be enforced

	Title	
	Regulations of the Board of Directors	
	Document #: SK D&D -Basic regulations	Version #: 9.0 Issue Date: March 4, 2022

on condition that the amendment of the Articles of Incorporation to establish the Audit Committee and the agenda of appointment of the Audit Committee members are approved at the 17th Annual General Meeting of Shareholders:

- Article 7;
- Article 8;
- The content for Article 10, Paragraph 1;
- Article 10, Paragraph 1, Subparagraph 1, Items 10 and 15;
- Article 10, Paragraph 1, Subparagraph 2, Items 6 and 7;
- Article 10, Paragraphs 2 and 3;
- Articles 11, Paragraph 3;
- Articles 12; and
- Articles 15, Paragraph 2.

Article 1. Date of Enforcement

This amended Regulations of the Board of Directors shall be effective on and after March 3, 2022, the date of resolution by the Board of Directors.