

June 28, 2021

Adoption

**Regulations of the Outside  
Director Candidate  
Recommendation Committee**

**2021. 6. 28.**



## CHAPTER 1. GENERAL PROVISIONS

### **Article 1. (Objective)**

The objective of these regulations shall be to set forth the matters necessary for efficient operation of the "Outside Director Candidate Recommendation Committee" (hereinafter referred to as the "Committee") of the Board of Directors of "SK D&D Co., Ltd." (hereinafter referred to as the "Company").

### **Article 2. (Scope of Application)**

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

### **Article 3. (Authority)**

- ① The Committee shall have the right to recommend outside director candidates at the General Meeting of Shareholders.
- ② When determining the candidates for outside directors, the Committee shall include those candidates recommended by the shareholders who are qualified to exercise their rights as prescribed in the Article 363-2, Paragraph 1, Article 542-6, Paragraph 1 and 2 of the Commercial Act within six (6) weeks before the general shareholder's meeting.

## **CHAPTER 2. COMPOSITION**

### **Article 4. (Composition)**

- ① Appointment of the Committee Member (hereinafter referred to as the "Member") shall be decided and dismissed by the Board of Directors
- ② The Committee shall be comprised of more than two (2) directors and majority of the Members shall be composed of outside directors.
- ③ The term of the Members shall be the term of the directors in office; provided, however, the term of such Members may be adjusted by a resolution of the Board of Directors.

### **Article 5. Chairperson**

- ① Chairperson of the Committee shall be appointed by the Committee.
- ② Chairperson shall represent the Committee and preside as the Chairperson at all the Committee meetings.
- ③ If the Chairperson is unable to serve as the Chairperson, another Member designated by the Committee shall perform duties of the Chairperson.

## **CHAPTER 3. MEETING**

### **Article 6. (Person Authorized to Convene the Meeting of the Committee)**

- ① The meeting of the Committee shall be convened by the Chairperson of the

Committee; provided, however, that in the absence of the Chairperson, any other Member will serve as an acting Chairperson in the order stipulated in Article 5, Paragraph 3 above.

- ② Each Member may request the Chairperson to convene a meeting of the Committee, stating the agenda to be dealt with at the proposed meeting and the reason for convening such a meeting. If the Chairperson fails to convene the meeting of the Committee without a justifiable cause, the Member who made the request may convene the Committee's meeting.

#### **Article 7. (Convocation Procedure)**

- ① When convening the meeting of the Committee, the date of the meeting will be decided and notified to every Member no later than one (1) day prior to the scheduled date of the meeting.
- ② When all Members of the Committee unanimously agree, the Committee may convene the meeting at any time without undergoing the procedures prescribed in Paragraph 1 above.

#### **Article 8. (Method of Resolution)**

- ① The quorum for the Committee meeting shall be a majority of all Members in Office and all resolution of the Committee shall be adopted by a majority of the Members present at the meeting.
- ② The Committee shall allow all or some Members to participate in the resolution process of the Committee through the means of communication that allows simultaneous video and audio transmission, in lieu of attending such a meeting in person; such Members shall be deemed to have attended the meeting of the Committee.
- ③ Any Committee Member shall not exercise his or her voting rights for the

Committee's resolution to decide on one's own candidacy

- ④ Members who cannot exercise voting rights pursuant to paragraph ③ shall be included in the number of members who are the basis for calculating the quorum of decisions of the Committee but shall not be included in the number of votes necessary for the establishing of resolutions.

### **Article 9. (Agenda)**

Matters to be referred to the Committee are as follows:

1. Recommendation of candidates for outside directors; and
2. Other matters required for the recommendation of candidates for outside directors

### **Article 10. (Listening to Opinions of Concerned Parties)**

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

### **Article 11. (Obligation for Notice)**

The Committee shall notify each director of the resolution within seven (7) days From the date when the resolution is made.

### **Article 12. (Meeting Minutes)**

- ① The proceedings and discussions of the Committee shall be documented in the minutes of meeting.
- ② The minutes of meeting shall include the agenda, the substance of the proceedings of the Committee and the result thereof, name(s) of Member(s)

who raise(s) an objection to the Committee resolution and the reason therefor, and shall be recorded in the minutes on which the names and seals of the Members present shall be affixed or signed by such persons.

## **CHAPTER 4. MISCELLANEOUS**

### **Article 13. (Secretariat)**

The secretariat of the Committee shall be the department responsible for the affairs of the Board of Directors

### **Article 14. (Amendment and Deletion of the Regulations)**

Amendment and deletion of these regulations shall be determined by the Resolution of the Board of Directors

### **Addendum (2021.6.28.)**

This Regulation of the Committee shall be effective on and after June 28, 2021.