

PREAMBLE

The ultimate aim of an organization's management activities is to ensure the happiness of its members. As the subject of management activities, the members of an organization must seek lasting happiness for the stakeholders as well as for themselves. Keeping that in mind, we have adopted the following management philosophy and resolved to put it into practice, viewing it as the basis of all our management activities.

As the foundation on which its members can seek lasting happiness, the Company shall strive to develop and evolve by pursuing sustainability, stability, and growth. In this way its members can seek lasting happiness for both the stakeholders and themselves. All values created with a view to promoting stakeholders' happiness shall in turn be transformed into social values. The members shall strive to enhance economic value through the creation of social values and thus develop their relationships with stakeholders.

We shall strive to provide diverse values to our customers, to win their trust by ensuring that they are always satisfied, and to develop with them side by side.

We shall foster a fair and competitive ecosystem together with our business partners and strive for mutual development through a virtuous cycle of cooperation.

We shall enhance the value of the Company through the continuous creation of shareholder value.

We shall grow together with society by assuming a wide range of roles such as protecting the environment, creating jobs, improving the quality of life, and contributing to the community.

Each one of us shall strive to ensure stakeholders' long-term happiness by promoting harmony and balance in it.

Chapter 1 General Provisions

Article 1 (Name of company)

The name of the Company shall be SKC Co., Ltd. (or 에스케이씨 주식회사 in Korean) ("the Company" hereinafter).

Article 1-2 (Governance Structure Charter)

The Company shall continue striving to establish a sound and transparent governance structure. The Company shall produce the Governance Structure Charter concerning its commitment to the foregoing and how it will be put into practice and developed in the future.

Article 2 (Purpose)

The purpose of the Company shall be to engage in the following businesses:

1. Manufacturing and sale of polyester film, its processed goods, and synthetic resins.

2. Manufacturing, processing, and sale of raw materials for polyester film/synthetic resins, the related chemical products, and methanol (toxic material), which is one of their byproducts.
3. Manufacturing, processing, and sale of plastic film/sheet and their processed goods, and the related chemical products.
4. Manufacturing, processing, and sale of factory automation-related facilities; provision of the relevant technical services.
5. Computer-related services; R&D services.
6. Manufacturing, processing, and sale of adhesion processed goods and the related products.
7. Manufacturing, processing, and sale of materials other than plastics.
8. Manufacturing, processing, and sale of photo chemicals/materials and the related goods.
9. Manufacturing, processing, and sale of electronic/electric parts and materials.
10. Venture businesses and investment in them; provision of technical/management guidance to venture businesses.
11. Manufacturing, storing, transportation, sale, and export/import of chemical/precision chemical goods, their byproducts, and raw materials; provision of technical services upon request.
12. Construction, operation, lease, and disposition of facilities for manufacturing, storing, and logistics judged to be necessary to conduct the business stated in the foregoing 11.
13. Businesses related to bio science, cosmetics raw materials, food/pharmaceuticals, and medical equipment.
14. Environmental conservation business for the prevention of air, water and soil pollution, and the management of noise, vibration, and toxic chemicals.
15. Businesses related to solar cell and other relevant businesses.
16. Wholesale/retail.
17. Real estate lease.
18. Internet-related businesses including e-Commerce.
19. Production, transportation, and supply of new, renewable, and alternative energy sources; provision of the relevant technical services.
20. Contractual work related to mechanical facilities.
21. Electrical contractual work.
22. Manufacturing, sale, and export/import of electric/electronic goods and their parts.
23. Manufacturing, sale, and export/import of lighting fixtures and bulbs.
24. Energy saving-related consulting and services.
25. Manufacturing and sale of secondary battery materials.
26. Manufacturing and sale of EV materials/parts.
27. Manufacturing and sale of raw materials for semiconductor manufacturing.
28. Manufacturing and sale of biodegradable materials.
29. Manufacturing and sale of energy-saving materials/parts.
30. All businesses ancillary to the foregoing 1 through 29.

Article 3 (Headquarters; branches; factories)

1. The Company's headquarters shall be located in Suwon, Gyeonggi-do.
2. Matters concerning the installation, relocation or closure of the Company's branches and factories shall follow the resolution of the Board of Directors ("BoD").

Article 4 (Method of public notices)

The Company's public notices shall be put up at its Internet homepage (<http://www.skc.kr>) according to the relevant law. Where it is impossible to comply with the foregoing requirement due to an unavoidable situation such as a computer glitch, the Company shall post such notices in the Maeil Business Newspaper, a daily paper published in Seoul.

Chapter 2 Stock and Stock Certificates

Article 5 (Total number of stocks to be issued by Company)

The total number of stocks to be issued by the Company shall be eighty-eight million shares.

Article 6 (Par Value)

The par value of the stocks issued by Company shall be KRW 5,000 (Five Thousand won).

Article 7 (Types of stocks and stock certificates)

1. The stocks issued by the Company shall be registered common stocks and registered class stocks.
2. The class stocks issued by the Company shall be preferred stocks for dividends, stocks without voting rights or with limited voting rights, redeemable stocks, convertible stocks, and those stocks which incorporate the foregoing either partially or wholly. The total number of class stocks without voting rights or with limited voting rights shall not exceed a quarter of the total number of stocks issued.

Article 7-2 (Electronic registration of rights to be marked on stocks and subscription right warranties)

The Company shall electronically register the rights to be marked on stocks and subscription right warranties with the electronic registration ledger of the relevant institution, rather than issuing paper stock certificates and subscription right warranties.

Article 8 (Number/content of non-voting dividend preferred stocks)

1. Class stocks (Class 1) issued by the Company shall be non-voting dividend preferred stocks ("preferred stocks") and their total number shall not exceed a quarter of the total number of stocks issued.
2. For preferred stocks, the Company shall pay a dividend equal to 9% per annum of their par value or more. The specific dividend rate shall be fixed by the BoD's resolution at the time of their issuance.
3. Where the dividend rate of common stocks exceeds that of preferred stocks, the dividend shall be paid for the portion of excess by having it participate at the same rate as that of common stocks.
4. Where a dividend cannot be paid for preferred stocks in a given business year, the accumulated portion thus remaining unpaid shall be paid in the following business year on a priority basis.
5. In the event of the Company's capital increase with/without consideration, the allotment of new stocks for preferred stocks shall be made with the same type of stocks. Where the capital increase applies only to common stocks as per the BoD's resolution, common stocks shall be allotted even to preferred stocks.
6. Where a dividend cannot be paid for preferred stocks in a given business year, it shall be deemed that the portion of preferred stocks thus remaining unpaid has voting rights at the General Meeting of Shareholders ("GMS") held following the general meeting at which such a decision has been made through to the end of the general meeting at which the decision to pay the dividend is made.
7. The duration of preferred stocks shall be fixed by the BoD's resolution at the time of their issuance.

Article 8-2 (Number/content of non-voting dividend enhanced preferred convertible stocks)

1. Class stocks (Class 2) issued by the Company shall be non-voting dividend preferred convertible stocks ("convertible stocks") and their total number shall not exceed a quarter of the total number of stocks issued.
2. Convertible stocks may be converted as chosen by the Company or at the shareholders' request as stated in the following.
 - a. The number of stocks issued through conversion shall be the same as before the conversion.
 - b. The period for conversion or application for conversion shall be fixed by the BoD's resolution at the time of issuance within the scope of the day that marks the 30th year from their issuance or earlier. In the event of failure to exercise the conversion right within the said period, it shall be deemed that the stocks have been converted on the last day of the period.
 - c. The type of stocks issued through conversion shall be fixed by the BoD at the time of issuance.
 - d. Class stocks that are convertible as chosen by the Company may be converted if one of the following is the case.
 - ① In the event of a takeover bid for the Company's stocks.
 - ② In the event that a specified person and another person specially related to him/her acquire

- 15% or more of the total number of stocks (except for stocks without voting rights).
- ③ In the event of a change in the Company's largest shareholder.
 - ④ In the event that the price of common stocks exceeds that of convertible stocks for more than one month.
3. For convertible stocks, the Company shall pay a dividend equal to 9% per annum of their par value or more. The specific dividend rate shall be fixed by the BoD's resolution at the time of their issuance.
 4. Where the dividend rate of common stocks exceeds that of convertible stocks, the dividend shall be paid for the portion of excess by having it participate at the same rate as that of common stocks.
 5. Where a dividend cannot be paid for convertible stocks in a given business year, the accumulated portion thus remaining unpaid shall be paid in the following business year on a priority basis.
 6. In the event of the Company's capital increase with/without consideration, the allotment of new stocks for convertible stocks shall be made with the same type of stocks. Where the capital increase applies only to common stocks as per the BoD's resolution, common stocks shall be allotted even to convertible stocks.
 7. Where a dividend cannot be paid for convertible stocks in a given business year, it shall be deemed that the portion of convertible stocks thus remaining unpaid has voting rights at the GMoS held following the general meeting at which such a decision has been made through to the end of the general meeting at which the decision to pay the dividend is made.
 8. Where a dividend payout is not completed by the end of the conversion period, the period shall be extended until completion of the payout.
 9. Article 9-2 hereof shall apply mutatis mutandis to dividend payout for stocks issued through conversion.

Article 8-3 (Number/content of non-voting dividend enhanced convertible stocks with duration period)

1. Class stocks (Class 3) issued by the Company shall be non-voting dividend enhanced convertible stocks with duration period ("convertible stocks with duration period") and their total number shall not exceed a quarter of the total number of stocks issued.
2. For convertible stocks with duration period, the Company shall pay dividend equal to 9% per annum of their par value or more. The specific dividend rate shall be fixed by the BoD's resolution at the time of their issuance.
3. Where the dividend rate for common stocks exceeds that of convertible stocks with duration period, the dividend shall be paid for the portion of excess by having it participate at the same rate as that of common stocks.
4. Where a dividend cannot be paid for convertible stocks with duration period in a given business year, the accumulated portion thus remaining unpaid shall be paid in the following business year on a priority basis.
5. In the event of the Company's capital increase with/without consideration, the allotment of new stocks for convertible stocks with duration period shall be made with the same type of stocks. Where the capital increase applies only to common stocks as per the BoD's resolution, common stocks shall be allotted even to convertible stocks with duration period.
6. Where a dividend cannot be paid for convertible stocks with duration period in a given business year, it shall be deemed that the portion of convertible stocks with duration period thus remaining unpaid has voting rights at the GMoS held following the general meeting at which such a decision has been made through to the end of the general meeting at which the decision to pay dividend is made.
7. Where a dividend payout is not completed by the end of the conversion period, the period shall be extended until completion of the payout.
8. The duration period for convertible stocks with duration period shall be determined by the BoD's resolution at the time of issuance within the scope of the day that marks the 30th year from their issuance or earlier. They shall be converted into common stocks at the end of the duration period.
9. Article 9-2 hereof shall apply mutatis mutandis to dividend payout for stocks issued through conversion.

Article 8-4 (Number/content of non-voting dividend enhanced redeemable stocks)

1. Class stocks (Class 4) issued by the Company shall be non-voting dividend enhanced redeemable stocks ("redeemable stocks") and their total number shall not exceed a quarter of the total number of stocks issued.

2. Redeemable stocks may be redeemed as chosen by the Company or at the shareholders' request as stated in the following.
 - a. The redemption price shall be an amount with a premium (fixed by the BoD within the extent that it does not exceed 8% per annum calculated at compound interest in consideration of the dividend rate, market situation, and other circumstances associated with the issuance of redeemable stocks) added to the issue price. Where the Company intends to set the redemption price as re-adjustable, the BoD shall make clear such intention/reason for readjustment and set the record date/method of readjustment.
 - b. The period for redemption or application for redemption shall be fixed by the BoD's resolution at the time of issuance within the scope of the day that marks the 30th year from their issuance or earlier. Where one of the following is the case at the end of the redemption period, it shall be deemed that the conversion period may be extended until the situation has been cleared.
 - ① Redemption not done.
 - ② Preferred dividend not completed.
 - c. In the event that redemption is chosen by the Company, the Company may redeem the stocks either partially or wholly. In the event of partial redemption, the Company may choose lottery or "pro rata" to fix the stocks redeemed. Odd shares occurring in "pro rata" shall be excluded from redemption.
 - d. In the event that redemption is chosen by the Company, the Company shall inform the shareholders and the rights holders included in the shareholder list or put up a public notice at least two weeks in advance of the date of acquisition of redeemable stocks.
 - e. Where shareholders ask the Company for redemption, they may ask for either partial or whole redemption. Where the profits earned are insufficient to cover the dividend payout at the time of the request for redemption, the Company may choose partial redemption. In such a case, the Company may choose lottery or "pro rata" to fix the stocks redeemed. Odd shares occurring in "pro rata" shall be excluded from redemption.
 - f. Shareholders asking for redemption shall inform the Company of such intention and the stocks subject to redemption at least two week in advance.
3. The Company may provide marketable securities (except for other types of stocks) or other types of property in return for the acquisition of redeemable stocks.
4. For redeemable stocks, the Company shall pay a dividend equal to 9% per annum of their par value or more. The specific dividend rate shall be fixed by the BoD's resolution at the time of their issuance.
5. Where the dividend rate of common stocks exceeds that of redeemable stocks, the dividend shall be paid for the portion of excess by having it participate at the same rate as that of common stocks.
6. Where a dividend cannot be paid for redeemable stocks in a given business year, the accumulated portion thus remaining unpaid shall be paid in the following business year on a priority basis.
7. In the event of the Company's capital increase with/without consideration, the allotment of new stocks for redeemable stocks shall be made with the same type of stocks. Where the capital increase applies only to common stocks as per the BoD's resolution, common stocks shall be allotted even to redeemable stocks.
8. Where a dividend cannot be paid for redeemable stocks in a given business year, it shall be deemed that the portion of redeemable stocks thus remaining unpaid has voting rights at the GMoS held following the general meeting at which such a decision has been made through to the end of the general meeting at which the decision to pay the dividend is made.

Article 8-5 (Number/content of non-voting dividend enhanced convertible redeemable stocks)

1. Class stocks (Class 5) issued by the Company shall be those with the attributes stated in the foregoing Articles 8-2 and 8-4 concerning which the Company or shareholders has/have the right to select redemption and conversion ("convertible redeemable stocks") and their total number shall not exceed a quarter of the total number of stocks issued.
2. Other details concerning the redemption and conversion of convertible redeemable stocks shall be fixed by the BoD at the time of their issuance under the foregoing Articles 8-2 and 8-4.

Article 8-6 (Number/content of non-voting dividend enhanced convertible redeemable stocks with duration period)

1. Class stocks (Class 6) issued by the Company shall be those with the attributes stated in the

- foregoing Articles 8-3 and 8-4 concerning which the Company or shareholders has/have the right to select redemption (“convertible redeemable stocks with duration period”) and their total number shall not exceed a quarter of the total number of stocks issued.
2. Other details concerning the redemption and conversion of convertible redeemable stocks with duration period shall be fixed by the BoD at the time of their issuance under the foregoing Articles 8-3 and 8-4.

Article 9 (Preemptive right)

1. In the Company’s offering of rights, the shareholders shall be entitled to the allotment of new stocks in proportion to the number of stocks they hold. The method of dealing with forfeited shares resulting from the preemptive right abandoned or lost by a shareholder or odd shares resulting from the allotment of new stocks shall be fixed by the BoD’s resolution.
2. Notwithstanding the first sentence of the foregoing 1, new stocks may be allotted to non-shareholders with the BoD’s resolution, in the case of each of the following:
 - a. Where the priority for allotment of new stocks is given to the members of the employee’s stock holding association under the relevant law.
 - b. Where rights are offered or underwriters are obliged to take over new shares under the relevant law.
 - c. Where rights are offered in connection with the issuance of DRs under the relevant law.
 - d. Where rights are offered in the form of capital increase by ordinary public offering under the relevant law.
 - e. Where rights are offered as a result of exercising the stock option under the relevant law.
 - f. Where rights are offered within the extent of 15 percent of the total number of stocks issued due to a reason stated in the following:
 - ① Where new shares are issued to a joint venture abroad due to a management-related need of the Company.
 - ② Where new shares are issued to a domestic financial institution or investor for the urgent supply of funds.
 - ③ Where new shares are issued to a business affiliated with the Company for a technology transfer from it.
 - g. Where rights are offered to the Company’s directors or employees within the extent of 15 percent of the total number of stocks issued.

Article 9-2 (Record date of dividend payout of new shares)

In the event of the Company’s allotment of new shares as a result of capital increase with/without consideration and stock dividend, the new shares shall be deemed to have been issued at the end of the business year preceding the business year in which the new shares are issued concerning the stock dividend for new shares.

Article 9-3 (Stock option)

1. The Company may grant stock options to the following directors/employees within the extent of 20 percent of the total number of stocks issued as per a special resolution of the GMoS, or within the extent of 10 percent of the total number of stocks issued as per the BoD’ special resolution, under the relevant law: those who have contributed, or have the capability to contribute, to its establishment and management/technological innovation or the like, or those who have contributed, or have the capability to contribute, to its management or overseas sales.
2. Stocks provided through the exercise of a stock option shall be registered common stocks or class stocks as stated in the foregoing Article 8.
3. Stock options may be exercised by the day fixed by the GMoS or the BoD within 7 years from the passage of 2 years of the date of the resolution stated in the foregoing 1.
4. Those presented with stock options shall be entitled to exercise them only if they have served the Company for two consecutive years from the date of resolution stated in the foregoing 1, unless otherwise stipulated in the relevant law.
5. The BoD may withdraw stock options granted, if one of the following is applicable:
 - a. In cases where the relevant director/employee has inflicted serious losses or damages on the Company either by design or willful negligence.

- b. In the event of a situation stipulated in the contract granting stock option.

Article 10 (Paying up shares)

Underwriters in a new stock offering who have failed to pay up shares by the designated date shall forfeit their right and the Company may ask for compensation of any losses incurred by the Company as a result of their failure to pay up as per the BoD's resolution.

Article 11 (Stock transfer agent)

1. The Company may designate a stock transfer agent.
2. Matters concerning the transfer agent, its office and its duties shall be determined by the BoD's resolution.
3. The procedure for the stock transfer agent's performance of its duties shall follow the regulation on agents' provision of stock transfer services.
4. The agent shall have the Company's shareholder list (original or copy) kept at its office and engage in the following businesses on behalf of the Company: electronic registration of stocks and management of the list or other stock-related business.

Article 12 (Deleted)

Article 13 (Closure of shareholder list and its record date)

(Deleted)

1. Those shareholders listed on the shareholder list as of December 31 of each year shall be the shareholders eligible to exercise their rights at the periodic GMoS concerning the relevant account settlement period.
2. The Company shall designate those listed on the shareholder list on the day designated upon the BoD's resolution as those eligible to exercise their rights if required to convoke an extraordinary GMoS or the like. The Company shall put up the relevant public notice at least 2 weeks in advance.

Article 14 (Deleted)

Article 15 (Deleted)

Article 16 (Deleted)

Chapter 3 Corporate Bonds

Article 17 (Issuance of bonds)

1. The Company may issue bonds as per the BoD's resolution.
2. The BoD may entrust the Representative Director with the business of issuing bonds within a period not exceeding one year by fixing the amount and type of the bonds.

Article 17-2 [Issuance of convertible bonds ("CBs")]

1. The Company may issue CBs to non-shareholders upon the BoD's resolution within the extent that the total par value of the bonds does not exceed 200 billion won if one of the following is the case.
 - a. Where the CBs are issued in the form of an ordinary public offering.
 - b. Where the CBs are issued for management-related purposes of the Company or for foreign investment under the Foreign Investment Promotion Act.
 - c. Where the CBs are issued to a business affiliated with the Company for technology transfer

- from it.
- d. Where the CBs are issued to a domestic/foreign financial institution for the supply of funds.
 - e. Where the CBs are issued abroad under the relevant law.
 - f. Where the CBs are issued for management-related purposes of the Company, such as to improve the Company's financial structure, supply of funds, or strategic alliances, as judged necessary by the BoD
2. The Company may grant conversion rights to the CBs stated in the foregoing 1 either partially or wholly as per the BoD's resolution.
 3. Stocks issued as a result of conversion shall be common stocks whose total par value comes to 200 billion won, and the conversion price shall be equal to, or higher than, the par value of the stocks as decided by the BoD at the time of issuance of the bonds.
 4. The period for applying for conversion shall be fixed by the BoD at the time of issuance of the bonds as that ranging between the date of bond issuance and one day before the redemption day.
 5. Article 9-2 hereof shall apply mutatis mutandis concerning the profit dividend record date for stocks issued in connection with conversion and payment of the interest for the relevant CBs.

Article 18 [Issuance of bonds with warrants (BWs)]

1. The Company may issue BWs to non-shareholders upon the BoD's resolution within the extent that the total par value of the bonds does not exceed 200 billion won if one of the following is the case.
 - a. Where the BWs are issued in the form of an ordinary public offering;
 - b. Where the BWs are issued for management-related purposes of the Company or for foreign investment under the Foreign Investment Promotion Act;
 - c. Where the BWs are issued to a business affiliated with the Company for technology transfer from it;
 - d. Where the BWs are issued to a domestic/foreign financial institution for the supply of funds;
 - e. Where the BWs are issued abroad under the relevant law;
 - f. Where the BWs are issued for management-related purposes of the Company, such as improvement of its financial structure, supply of funds, or strategic alliances, as judged necessary by the BoD.
2. The amount of the preemptive right, which shall not exceed the total par value of the bonds, shall be fixed by the BoD.
3. Stocks issued as a result of the exercise of the preemptive right shall be common stocks whose total par value comes to 200 billion won, and the issue price shall be equal to, or higher than, the par value of the stock as decided by the BoD at the time of issuance of the bonds.
4. The period for exercising the preemptive right shall be fixed by the BoD at the time of issuance of the bonds as that ranging between the date of bond issuance and one day before the redemption day.
5. Article 9-2 hereof shall apply mutatis mutandis concerning the profit dividend record date for stocks issued through the exercise of the preemptive right.

Article 18-2 (Electronic registration of right to be marked on bonds and subscription right warranties)

The Company shall electronically register the rights to be marked on bonds and subscription right warranties with the electronic registration ledger of the relevant institution, rather than issuing paper bond certificates and subscription right warranties.

Article 18-3 (Other)

Article 11 hereof shall apply mutatis mutandis to the issuance of bonds.

Chapter 4 General Meeting of Shareholders (GMOs)

Article 19 (Convocation of meeting)

1. The periodic GMoS shall be convened within 3 (three) months of the close of each business year, and an extraordinary GMoS shall be convened from time to time as per the BoD's resolution under the relevant law.
2. When convening a GMoS, a notice in writing containing the time, venue, and agenda of the meeting shall be sent to the shareholders at least 2 (two) weeks in advance.
However, such a notice to those holding 1 percent or less of the total number of stocks issued may be replaced with a public notice put in the Maeil Business Newspaper and the Korea Herald Business published in Seoul on two occasions or more about the scheduled convocation and the agenda of the meeting at least 2 (two) weeks in advance, or via an electronic public notice as stipulated in the relevant law.
3. A GMoS shall be held in the city where the Company's headquarters is located or in Seoul.

Article 20 (The right to convoke a meeting)

1. A GMoS shall be convened by the Representative Director as per the BoD's resolution unless otherwise stipulated in the relevant law.
2. When the Representative Director is absent or on leave, a director appointed by the BoD shall perform the duties stated in the foregoing 1 on his or her behalf.

Article 21 (Presider)

The position of the Presider over a GMoS shall be assumed by the Representative Director or by a director as stated in the foregoing Article 20(2) in his/her absence.

Article 22 (Voting rights)

A shareholder shall exercise one voting right per each share held by him/her.

Article 23 (Proxy voting)

1. A shareholder may exercise his/her vote by proxy. An individual shareholder's proxyship may only be exercised by one shareholder.
2. The proxy stated in the foregoing 1 shall present to the Company documents evidencing his/her authority to act as proxy prior to the commencement of the GMoS.

Article 24 (GMoS's passage of resolution)

1. The passage of a resolution at a GMoS requires the consent of the majority of those present in terms of voting rights and of a quarter of the total number of stocks issued, unless otherwise stipulated in the law.
2. Those BoD members having a personal interest in a matter determined by the GMoS's resolution shall not be allowed to exercise their voting right concerning such matter.

Article 25 (Meeting minutes)

Meeting minutes shall be drawn up concerning the proceedings and results of each GMoS. The minutes shall be signed by the Presider and all directors present and kept at the Company's headquarters and branches.

Chapter 5 Directors; Board of Directors; Audit Committee

Article 26 (Number of directors and Audit Committee members)

1. The Company shall have three to nine directors. The number and ratio of outside directors shall follow what is stipulated in the law.

2. The Company shall operate the Audit Committee under the law.

Article 27 (Election of directors and Audit Committee members)

1. A director shall be elected by a majority of those shareholders who are present at the meeting and hold at least one quarter or more of the total number of stocks issued, unless otherwise stipulated in the law.
2. A member of the Audit Committee shall be elected by a majority of those shareholders who are present at the meeting and hold at least one quarter or more of the total number of stocks issued, unless otherwise stipulated in the law. Where voting rights are allowed to be exercised electronically as per the Commercial Act, Article 368-4(1), a member of the Audit Committee may be elected by a majority of shareholders present in terms of voting rights.
3. Matters concerning the restriction of voting rights of a specific shareholder associated with the election of a member of the Audit Committee as stated in this Article 27 shall follow what is stipulated in the law.
4. For the election of a director, the Company shall not use cumulative voting in accordance with the Commercial Act.

Article 28 (Term of office)

1. A director's term of office shall be for 3 years. In the event that the term of a director is terminated before the periodic GMoS concerning the most recent accounting settlement period, the term shall be extended up until the closure of that GMoS.
2. A director elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

Article 29 (Election of Representative Director(s), etc.)

1. The Company shall have one or more Representative Director(s) among the directors as per the BoD's resolution.
2. The Company may have directors serving as Chairperson, Vice-Chairperson, President, Vice-President, Senior Managing Director, Managing Director, etc. as per the BoD's decision.

Article 30 (Directors' duties)

1. The Representative Director(s) shall represent the Company.
2. The Representative Director(s) shall be in charge of the general operation of the Company. If there is more than one Representative Director, the duties of each Representative Director shall be fixed by the BoD's resolution.
3. Directors shall carry out their duties according to the resolution of the BoD and act in his/her place in the absence of the Representative Director as per the foregoing Article 20 (2).

Article 31 (Audit Committee's duties)

1. The Audit Committee shall audit and inspect those matters pertaining to the Company's accounting and business in general.
2. The members of the Audit Committee may express their opinions at a session of the BoD.

Article 32 (Audit Committee's audit record)

The details of the activities carried out by the Audit Committee shall be recorded in the audit minutes, each page of which shall be signed by the relevant members.

Article 33 (BoD's composition and rights)

The BoD shall be composed of the directors and make decisions on major matters concerning the Company's business.

Article 34 (BoD's chair)

1. The chair of the BoD shall be elected from among the directors by the BoD.
2. In the absence of the BoD's chairperson, the BoD shall elect a chair to fill the vacancy.

Article 35 (Convocation of the BoD)

1. When convoking a BoD session, the Representative Director shall inform the members of the date, venue and agenda of the meeting in writing or verbally at least one week in advance; however, this period may be shorter in the event of an urgent situation.
2. The procedure stated in the foregoing 1 may be omitted when all directors and members of the Audit Committee unanimously agree to do so.

Article 36 (BoD's passage of resolution)

1. Unless otherwise stipulated by the relevant law, the passage of the BoD's resolution shall require the presence of the majority of directors in office and affirmative votes by the majority of the directors present at the meeting.
2. The BoD may proceed with some or all of its members taking part via video conferencing. Those members who attend a meeting in this way shall be deemed to be present at the session in person.

Article 36 -2 (BoD's committees)

1. The BoD shall operate the following committees within it to ensure more efficient decision-making.
 - a. Audit Committee.
 - b. Committee for Recommendation of Candidates for the Post of Outside Director.
 - c. Other committees judged by the BoD to be necessary for more efficient decision-making.
2. The details concerning the composition, rights, and operation of the committees shall be fixed as per the BoD's resolution.
3. Articles 35, 36 and 37 hereof shall apply mutatis mutandis to matters concerning any committees not stipulated in the foregoing 2.

Article 37 (Meeting minutes)

Meeting minutes shall be drawn up for each meeting of the BoD. The meeting minutes shall contain the details of the proceedings of each meeting, including the name of those opposed to an agenda item and the reason for their opposition. The meeting minutes shall be signed by all members who are present and kept at the Company's headquarters.

Article 38 (Remuneration)

The directors' remuneration and retirement allowance shall be fixed as per the GMoS's resolution. The foregoing sentence shall not apply to directors whose remuneration and retirement allowance are stipulated in the regulation separately passed by the GMoS.

Article 39 (Executive officers)

1. The Representative Director may appoint executive officers for the execution of matters decided by the BoD.
2. Upon appointing executive officers as stated in the foregoing 1, the Representative Director may grant them the positions as stated in foregoing Article 29 (2) and fix their level of compensation and term of office, etc.

Chapter 6 Accounting

Article 40 (Fiscal Year)

The Company's fiscal year shall be from January 1 through to December 31.

Article 41 (Drawing up of financial statements and their availability, etc.)

1. Upon the settlement of accounts for each accounting settlement period, the Representative Director shall submit the following documents, their ancillary details, and the annual report to the BoD for approval at least 6 (six) weeks in advance of the periodic GMoS, have it checked by the Audit Committee, and submit them to the periodic GMoS for review and approval.
 - a. Balance sheet (Statement of financial position).
 - b. Income statement.
 - c. Other documents concerning the Company's financial status and management results as stipulated in the Enforcement Decree of the Commercial Act.
2. Consolidated financial statements shall be included in each document stated in the foregoing 1, if the Company is a business subject to the drawing up of consolidated financial statements as stipulated in the Enforcement Decree of the Commercial Act
3. The Audit Committee shall submit its Audit Report to the Representative Director at least one week in advance of the periodic GMoS.
4. The Representative Director shall place the financial statements, etc. stipulated in the law in the appropriate places within the Company and put up a public notice about them.
5. Upon the GMoS's approval of the documents stated in the foregoing 1, the Company shall put the balance sheet on public notice without delay.

Article 42 (Calculation of profit/loss and disposition)

The Company shall dispose of its net profit (i.e. what is left after the deduction of losses/expenses from gross profit) of each business year for the following, after adding to it the amount brought forward from the preceding year:

- a. Legal reserve stipulated in the Commercial Act
- b. Other statutory reserve
- c. Dividend
- d. Voluntary reserves
- e. Bonus for directors
- f. Other amounts of earned surplus
- g. Surplus profit carried forward to the following term

Article 43 (Stock dividend)

1. The Company shall pay the profit dividend to the shareholders listed on the list of shareholders or the registered pledgees as of the end of each accounting settlement period.
2. The shareholders' right to ask for dividend payment shall remain valid for 5 (five) years and the dividend shall revert to the Company after the said period.
3. The unpaid dividend shall not accrue interest.
4. The profit dividend may be made in cash and stocks. Dividends made in stocks shall not exceed half the total profit dividend amount.
5. In the event that the profit dividend is made in shares, and the Company has issued several types of stocks, the profit dividend may be made in other types of stocks.

Article 43-2 (Interim dividend)

1. The Company may pay an interim dividend to shareholders once in any given business year to existing shareholders as of June 30 under the Commercial Act, Article 462-3. The interim dividend may be made in cash or stocks.
2. The interim dividend stated in the foregoing 1 shall be paid as per the BoD's resolution. Specific methods and the ceiling on payment of the interim dividend shall follow what is stipulated in the Commercial Act.
3. Where new shares have been issued before the record date stated in the foregoing 1 after the date of commencement of the business year (including capitalization of surplus reserve, profit dividend, CBs-related conversion request, exercise of BWs-related preemptive right), the relevant new

- shares shall be deemed to have been issued at the end of the preceding business year in connection with the interim dividend payout.
4. Article 43(2) and (3) hereof shall apply mutatis mutandis to interim dividend payout.

Chapter 7 Other Matters

Article 44 (Enactment of regulations, etc.)

The Company's Representative Director may enact and execute regulations for the execution of business as and when required.

Article 44-2 (Health and safety plan)

The Company shall draw up an annual health and safety plan as per what is stipulated in the relevant laws including the Industrial Health and Safety Act.

Article 45 (Other matters)

Any matters not stipulated in the Articles of Incorporation shall follow the GMoS's resolution, the Commercial Act, and the relevant laws.

Article 46 (Number of stocks to be issued upon the Company's establishment)

The Company shall issue a total of ten thousand shares of stock at the time of its establishment.

Article 47 (Promoters)

The addresses and names of the Company's promoters are as follows:

1. Name: Choe Jong-hyeon
Address: 49-54 Nogosan-dong, Mapo-gu, Seoul
2. Name: Choe Mu-hyeon
Address: 33-20 Myeongryun-dong 1-ga, Jongno-gu, Seoul
3. Name: Choe Jong-gwan
Address: 1-145 Sinmun-ro 2-ga, Jongno-gu, Seoul
4. Name: Shin Gwang-gyun
Address: 340-11 Seogyo-dong, Mapo-gu, Seoul
5. Name: Han Sang-seol
Address: 7-1 Seongsan-dong, Seodaemun-gu, Seoul
6. Name: Jeong Min-je
Address: 6-28 Singyo-dong, Jongno-gu, Seoul
7. Name: Roh Seong-u
Address: 87-4 Sinsa-dong, Seongdong-gu, Seoul

Addenda

Article 1 (Date of enactment)

These Articles of Incorporation shall enter into force on July 16, 1973.

Article 2 (Date of enforcement)

The 38th amendment of these Articles of Incorporation shall enter into force on March 20, 2021, whereas the amended Article 44-2 shall enter into force on January 1, 2021.

Article 3 (Ceiling of issuance of CBs and BWs)

The ceiling on the issuance of CBs stated in the foregoing Article 17-2(1) and (3) and the ceiling on the issuance of BWs stated in the foregoing Article 18 (1) and (3) shall be calculated anew as of the amendment of these Articles of Incorporation on March 22, 2013.