

Personnel Committee Regulations

("these Regulations")

5/7/2021



Chapter 1 General Provisions

Article 1 (Purpose)

- ① The purpose of these Regulations is to set forth the matters required for the efficient composition and operation of the Personnel Committee (“the Committee”) as stipulated in the law, the Articles of Incorporation, and the Regulations on the Board of Directors (“BoD”).
- ② Matters not stipulated in the laws, the Articles of Incorporation or the BoD Regulations shall follow these Regulations.

Article 2 (Functions)

The Committee shall recommend outside director candidates to be elected by the General Meeting of Shareholders, evaluate the Representative Director and deliberate whether to have the latter remain in the position, and deliberate matters concerning the adequacy of the executive directors’ remuneration.

Article 3 (Composition)

The Committee shall be composed of three or more directors, and the majority of its members shall be outside directors.

Article 4 (Chair)

- ① The Committee Chair (“the Chair”) shall be elected by the Committee from among the outside directors. The Chair shall represent the Committee and preside over its meetings.
- ② The Chair shall report the results of the Committee’s review of agenda items or decisions made by the Committee to the BoD.

- ③ In the event that the Chair is unable to perform his/her duties, a member designated by the Committee shall perform them on his/her behalf.

Article 5 (Convocation)

- ① Sessions of the Committee shall be convened by the Chair.
- ② Where it is necessary to review or discuss a matter under these Regulations, the Representative Director may ask the Chair to convene a session of the Committee by informing the Chair of the contents of the matter.
- ③ A member of the Committee may ask the Chair to convene a session of the Committee by informing the Chair of the contents of the matter.
- ④ When convening a session, the Chair shall inform the members thereof in writing (including email) or verbally at least 3 (three) days in advance. The procedure stated in the foregoing sentence may be omitted when unanimously agreed upon by the members in the event of an emergency.

Article 6 (Resolution methods)

A resolution made by the Committee shall require the presence of the majority of the members in office and the consent of the majority of those present at the meeting.

Article 7 (Matters to be deliberated/reviewed)

- ① The Committee shall deliberate and decide on the following matters:
 1. Recommendation of outside director candidates.
- ② The Committee shall review the following.
 1. Evaluation of the Representative Director and whether to have him/her remain in the position;

2. Suggestion of the Representative Director's dismissal and/or election;
3. Recommendation of the Representative Director candidates;
4. Adequacy of individual executive directors' remuneration;

Article 8 (Management of outside director candidates, etc.)

- ① The Company shall manage the updated list of outside director candidates at all times.
- ② Upon the Committee's request, the Company's relevant organization shall select adequate candidates from the list stated in the foregoing ① and submit them to the Committee.

Article 9 (Recommendation of outside director candidates)

- ① Where necessary, the Committee shall ask the Company's relevant organization for the list of outside director candidates. In this case, the Committee may add its own list of outside director candidates to the one submitted by the Company.
- ② Concerning the list stated in the foregoing ①, the Committee shall draw up the initial list of outside director candidates through a document-based review and an inquiry into their reputation, etc.
- ③ The Committee shall finalize the list of recommended outside director candidates through a necessary procedure including interviews.
- ④ The Committee may request the Company's relevant organization to submit the relevant materials and opinions in the process for the recommendation of outside director candidates as stated in the foregoing ① through ③, and the said organization shall comply with such request.

Article 10 (Evaluation of Representative Director, etc.)

- ① The Committee shall evaluate the work done by the Representative Director during a given fiscal year at least 30 (thirty) days in advance of the end of the fiscal year.
- ② The Committee shall review whether to have the Representative Director remain in the position based on the result of the evaluation stated in the foregoing ①.
- ③ The Committee shall report the result of the evaluation stated in the foregoing ① and the review stated in the foregoing ② to the BoD.
- ④ The Company's relevant organization shall comply with the Committee's request to submit the relevant materials and opinions in the process stated in the foregoing ① and ②.

Article 11 (Suggestion on the election of a Representative Director, etc.)

- ① Where it is judged to be impossible to have the Representative Director remain in the position based on the evaluation stated in Article 10① and ② hereof, the Committee shall proceed with Article 12③ and ④ by the end of the fiscal year and propose the dismissal of the current Representative Director and the election of a new one to the BoD.
- ② The Chair shall ask the BoD Chair or the Representative Director to convene a BoD session for the dismissal of the current Representative Director and the election of a new one. In the event that the BoD Chair or the Representative Director rejects the Chair's request for convocation without a justifiable reason, the Chair may convoke a BoD session at his/her discretion.

Article 12 (Management/recommendation of Representative Director candidates and candidates, etc.)

- ① The Company's relevant organization shall manage the updated list of candidates for the post of Representative Director at all times.
- ② Upon the Committee's request, the Company's relevant organization shall select adequate candidates from the list stated in the foregoing ① and submit them to the Committee.
- ③ Where necessary, the Committee shall ask the Company's relevant organization for the list of candidates for the post of Representative Director.
- ④ Concerning the list stated in the foregoing ③, the Committee shall recommend the finalized candidate for the position of Representative Director after conducting a review/evaluation of the candidates.
- ⑤ The Company's relevant organization shall comply with the Committee's request for submittal of the relevant materials and opinions in the process stated in the foregoing ③ and ④.

Article 13 (Review of executive directors' remuneration)

- ① The Committee shall review the annual remuneration of individual executive directors through an evaluation and report the result to the BoD.
- ② The Company's relevant organization shall comply with the Committee's request for submittal of the relevant materials and opinions in the process stated in the foregoing ①.

Article 14 (Request for submittal of relevant materials, etc.)

- ① The Committee may ask relevant employees and outsiders to attend its session, submit to it the relevant materials, and express their opinions at its session as and when required for the execution of its business.
- ② The Committee may ask for expert consultation as and when required.

Article 15 (Secretary)

- ① The position of the Committee's secretary shall be assumed by the Head of the Management Support Division (경영지원부문장).
- ② The Secretary shall assist the Chair and the Committee's business in general as per the Chair's instructions.

Article 16 (Meeting minutes)

- ① The Secretary shall draw up the meeting minutes of the Committee's sessions and keep them.
- ② The meeting minutes shall record the details of the proceedings of the Committee's sessions, and shall be signed by all those present.

Article 17 (Amendment)

These Regulations may be amended as per the BoD's decision.

Addendum (May 7, 2021)

These Regulations shall enter into force on May 7, 2021.