

Regulations of the Board of Directors

3/30/2021



Chapter 1 General Provisions

Article 1 (Purpose)

The purpose of these Regulations is to set forth all matters concerning the composition and operation of the Board of Directors ("BoD") of SKC Corporation ("the Company").

Article 2 (Scope of application)

All matters concerning the BoD shall follow these Regulations unless otherwise stipulated in the relevant law or the Articles of Incorporation.

Article 3 (Functions)

The BoD shall deliberate and make decisions on matters stipulated in the law or the Articles of Incorporation and important matters concerning the execution of the Company's business, and shall supervise the directors' execution of business.

Article 4 (Composition)

- ① The BoD shall be composed of the directors in office.
- ② The BoD shall operate the following committees.
 1. Audit Committee
 2. Personnel Committee [, which shall also play the role of a committee for recommending candidates for outside directors as per the Commercial Act, Article 542-18(4)].
 3. Internal Trading Committee
 4. ESG committee
- ③ The BoD may operate the committees under it as per its resolution if required to make decisions more efficiently.
- ④ The details concerning the composition, rights, and operation of the committees stated in the foregoing ③ shall follow each committee's regulations and operating guidelines.
- ⑤ Each committee shall report the results of its activities to the BoD in each quarter.
- ⑥ Each committee may submit the items of agenda deliberated by it to the BoD as items to be decided upon by the BoD or as items to be reported to it.

Article 4-2 (Execution of management philosophy)

- ① The BoD shall come up with ways to realize the Company's management philosophy and continue to develop it.
- ② The BoD shall ensure that SK's corporate culture is maintained and developed by making the company's management philosophy the basis of its management activities and putting it into practice.
- ③ The BoD shall strive to enhance SK's brand value in the use of SK's brand.
- ④ The BoD shall establish and execute ways of mutual cooperation with other businesses that use SK's

brand and corporate culture if required for the maintenance and development of SK's brand value and corporate culture.

Chapter 2 Sessions

Article 5 (Quorum)

The presence of the directors in office shall constitute a quorum for a session of the BoD,

Article 6 (Periodic/extraordinary BoD sessions)

- ① The BoD's sessions shall be divided into periodic and extraordinary ones.
- ② The periodic session of the BoD shall be held on a monthly basis.
- ③ An extraordinary session of the BoD shall be held when one of the following is the case.
 1. Where a matter is submitted by a director and recognized as urgent by the party having the right to convoke a session.
 2. Where one-third of the directors in office request a session in writing (Attached Table I).
 3. Where the party having the right to convoke a session finds it necessary to hold a session.

Article 7 (Chair)

- ① The Chair of the BoD shall be elected from among the directors by the BoD.
- ② In the absence of the Chair, the person appointed by the BoD shall act on his/her behalf.

Article 8 (Party having the right to convoke a session)

- ① Each session of the BoD shall be convoked by the Chair or the person stipulated in the Articles of Incorporation.
- ② In the absence of the Chair, the person appointed by the BoD shall convoke a BoD session.

Article 9 (Request for BoD session)

- ① A director may request the convocation of a BoD session.
- ② The party having the right to convoke a BoD session shall not reject or withhold a written request for a BoD session made by a third of the directors in office (as stated in Attached Table I).
- ③ A request for a BoD session shall be made at least 10 (ten) days in advance unless it is for an urgent matter.

Article 10 (Convocation notice)

- ① A notice of BoD convocation (Attached Table II) shall be delivered to the directors in office at least one week advance in writing (including email) or verbally. The period stated in the foregoing sentence may be reduced in the event of an urgent matter or situation.

- ② The procedure stated in the foregoing ① may be omitted if unanimously consented to by the directors.

Article 11 (Submittal of agenda)

- ① Where a director has an item of agenda to submit to the BoD under these Regulations, he/she shall inform the secretary of the BoD thereof at least 10 (ten) days in advance. The period may be reduced in consultation with the secretary of the BoD in the event of an urgent matter or situation.
- ② Where an executive officer has an item of agenda to submit to the BoD under these Regulations, he/she shall inform the secretary of the BoD thereof after obtaining the due approval as per the regulation on decisions made on behalf of top management.
- ③ Where information on items of agenda stated in the foregoing ① and ② is communicated to the secretary of the BoD, the purpose of such submittal etc. shall be included.
- ④ Upon receipt of the items of agenda, the purpose of submittal etc. as stated in the foregoing ①, the BoD secretary shall submit them to the BoD after reviewing the associated legal issues and contents.

Article 12 (Explanation on agenda items)

An item of agenda submitted to the BoD shall be explained by the director or executive officer who proposes it; however, it may be explained by the manager of the relevant department if necessary.

Article 13 (Presence of parties concerned; use of outside consulting)

- ① A director may have parties concerned appear at a BoD session to express their opinions if required.
- ② The BoD or its committee may allow a director to use the advice of an external expert. In such a case, the expenses incurred by seeking recourse to an expert shall be paid by the Company.

Chapter 3 Resolutions

Article 14 (How to pass resolutions)

The BoD may pass its resolution with the majority of the directors currently in office present and with the consent of the majority of those present at a session, unless otherwise stipulated in the law.

Article 15 (Restriction on passage of resolutions)

A director who has a special interest in an item of agenda discussed at the BoD shall not take part in the vote for the passage of a resolution on it.

Chapter 4 Duties

Article 16 (Matters deliberated and decided by BoD)

The BoD shall deliberate and pass resolution on the following matters.

① Management-related matters

1. Convocation of a General Meeting of Shareholders (“GMoS”) and the adoption of the items of agenda to be submitted to it.
2. Setting of the record date of the list of shareholders.
3. Deliberation of a suggestion made by shareholders; decision on matters to be submitted to the GMoS.
4. Matters concerning the operation of committees; election/dismissal of committee members (excluding Audit Committee members).
5. Re-confirmation of a resolution passed by a committee (except for the Audit Committee).
6. Election/dismissal of the BoD Chair.
7. Election/dismissal of the Representative Director or Co- Representative Directors.
8. Division of business to be handled by the Co- Representative Directors.
9. Fixing of directors’ positions and division of their duties.
10. Approval of the Executive Directors’ remuneration.
11. What is stipulated in the Commercial Act, Article 398 (Transactions between Directors, etc. and Company).
12. What is stipulated in the Commercial Act, Article 542-9 (Transactions with Interested Persons including Major Shareholders).
13. What is stipulated in the Monopoly Regulation and Fair Trade Act, Article 11-2 (Resolutions by the Board of Directors on Large-Scale Internal Trading and Disclosure).
14. Exercise of the right to intervene in competition-related transactions with or without the approval stated in the Commercial Act, Article 397 (Prohibition of Competition).
15. Approval of what is stated in the Commercial Act, Article 397-2 (Prohibition of Appropriation of Company's Opportunities and Assets).
16. Election/dismissal of the Chief Compliance Officer.
17. Election/dismissal of the Compliance Officer.
18. Enactment/revision of the compliance guidelines.
19. Enactment/revision of the Governance Charter.
20. Enactment, revision, and abolition of the BoD Regulations and the BoD committees’ regulations.
21. Election/dismissal of managers.
22. Installation, relocation, and closure of branches and factories.
23. Designation of stock transfer agent.
24. Purchase of Directors’ and Officers’ Liability Insurance; adoption of a system of remedies concerning directors’ liability.
25. Granting of stock options; withdrawal of stock options granted.
26. Establishment of the Company’s management system for the execution of the basic management philosophy stipulated in Article 4-2 of these Regulations, and the revision thereof.
27. Annual plan concerning the Company’s health and safety matters.

② Investment-related matters

1. New facility investment, expansion of facility or construction of a separate factory requiring an amount equal to 1.5% of the Company's equity capital.
2. Investment in another corporation and disposal of investment equity corresponding to 1.5% of the Company's equity capital.
3. Acquisition of assets corresponding to 1.5% of the Company's equity capital.
4. Business handover/takeover corresponding to 1.5% of the Company's equity capital.
5. A change in the amount approved by the BoD as per the foregoing 1 through 4 in the range of 20% or more; a case of change in the said amount in the range of less than 20%, but corresponding to 1.5% of the Company's equity capital.

③ Financial matters-related matters

1. Approval of financial statements and annual report.
2. Interim dividend payout.
3. Execution of asset re-appraisal.
4. Capitalization of surplus reserve.
5. Issuance of new stocks.
6. Dividend ratio and duration period of class stocks.
7. Matters concerning the issuance of new stocks to persons or entities other than the shareholders as per the Articles of Incorporation, Article 9(2).
8. Processing of forfeited stocks and odd lots.
9. Acquisition, disposal or write-down of treasury stocks or the signing and termination of a trust contract and the like intended for such.
10. Issuance of bonds (including entrustment of the amount/type and issuance of bonds with a period not exceeding one year to the Representative Director).
11. Issuance of CBs and BWs.
12. Donation of an amount corresponding to 1.5% of the Company's equity capital or higher.
13. Offering collateral in the form of assets whose amount corresponds to 1.5% or higher of the Company's equity capital; disposition of assets of the said amount.
14. Signing of contract for the borrowing of an amount corresponding to 1.5% or higher of the Company's equity capital from a source based either at home or abroad (except for one with a term not exceeding one year); lending of an amount corresponding to 1.5% or higher of the Company's equity capital; provision of debt guarantee for another person/business (including a Letter of Comfort entailing liabilities on guarantees or refinancing agreement).
15. Loss compensation claim concerning failure to pay up shares.
16. Enactment, revision or abolition of the internal accounting management regulations.

④ Other matters

1. Other matters stipulated in the relevant laws; and
2. Matters specially entrusted from the GMoS.

3. Matters recognized as important by the Representative Director.
4. Donations amounting to more than one billion won, but the BoD may execute the following first and then make a report: donations for emergency relief following acts of God, such as typhoon, flood, fire or earthquake, or donations falling under the Community Chest of Korea Act.

Article 16-2 (Matters to be reported to BoD)

- ① The Representative Director shall have the right and responsibility to report the following to the BoD as fixed by the BoD.
 1. The Company's mid/long-term To-Be Model and the strategy for attaining it.
 2. Changes in the annual operation plan and the annual investment plan and the major portions in them.
 3. Provision of information on the Company's quarterly management results or report on them.
 4. Matters stipulated in the law and the Articles of Incorporation.
 5. Other matters recognized by the Representative Director to be necessary or important matters concerning which a director requests the BoD's report.
- ② The Representative Director or the internal accounting manager entrusted by the Representative Director shall report the status of operation of the internal accounting management system to the BoD and the Audit Committee once per year. The Audit Committee shall evaluate the status of operation of the internal accounting management system and report the results to the BoD once per year.
- ③ The Chief Compliance Officer shall report the status of operation of the compliance programs and the relevant plans to the BoD.
- ④ The Compliance Officer shall check whether the compliance criteria are being faithfully observed and report the results to the BoD.

Article 17 (Representative Director's duties)

The Representative Director shall have the right and responsibility to assume the following duties as fixed by the BoD.

1. To make decisions on and execute matters other than what is stipulated in Article 16 hereof under the rights entrusted and granted by these Regulations.
2. To perform and execute decisions made by the BoD.
3. To make decisions on and execute matters other than those requiring the BoD's resolution.
4. To consecutively re-entrust rights to the directors and executive officers.

Article 18 (Post facto approval)

- ① As regards matters that require the BoD's resolution, the Representative Director may carry them out prior to obtaining the BoD's approval if he/she cannot afford the time to wait for the next BoD session, and shall obtain the due approval after explaining it to the BoD.
- ② If the Representative Director ultimately fails to obtain the BoD's approval as stated in the foregoing ①, the relevant matter shall lose all validity.

Article 18-2 (Evaluation of the BoD's activities)

- ① The BoD shall evaluate the activities that it carries each year.
- ② The Company may have an external expert institution evaluate the BoD's activities. In such a case, the Company shall submit the results of the evaluation to the BoD.

Chapter 5 Supplementary Provisions

Article 19 (Handling of BoD's business)

- ① The Company shall have the BoD Secretariat handle the BoD's business. The position of the BoD's Secretary-General shall be assumed by the director in charge of the relevant department.
- ② The role of the BoD's Secretary shall be assumed by the BoD's Secretary-General, who may have an employee of the Secretariat carry out the role of the Secretary on his/her behalf.

Article 20 (Meeting minutes)

The Secretary of the BoD shall draw up meeting minutes (Attached Table III) concerning agenda items, details of the proceedings of each meeting, including the name of those opposed to an agenda item and the reason for such opposition. The meeting minutes shall be signed by all those present and kept at the Company's headquarters.

Addendum (4/1/1986)

Article 1 ① These Regulations shall enter into force on April 1, 1986.

Addenda (9/1/1996)

Article 1 These Regulations shall enter into force on September 1, 1996.

Article 2 The signatures stated in Article 20 hereof shall enter into force on October 1, 1996.

Addendum (5/6/1999)

Article 1 These Regulations revised the third time shall enter into force on May 6, 1999.

Addendum (4/2/2001)

Article 1 These Regulations revised the fourth time shall enter into force on April 2, 2001.

Addendum (11/1/2004)

Article 1 These Regulations revised the fifth time shall enter into force on November 1, 2004.

Addendum (8/30/2005)

Article 1 These Regulations revised the sixth time shall enter into force on August 30, 2005.

Addendum (6/29/2007)

Article 1 These Regulations revised the seventh time shall enter into force on June 29, 2007.

Addendum (4/18/2008)

Article 1 These Regulations revised the eighth time shall enter into force on April 18, 2008.

Addendum (3/23/2012)

Article 1 These Regulations revised the ninth time shall enter into force on March 23, 2012, *provided that* the revised content of the following shall enter into force on April 15, 2012: Article 11^①, Article 12, Article 14^①, Article 16^②3, 5, 6, 8, 9 and 10, Article 16^③2, 13, and 17, Article 17^④, and Article 18^①.

Addendum (3/22/2013)

Article 1 These Regulations revised the tenth time shall enter into force on March 22, 2013.

Addendum (3/20/2015)

Article 1 These Regulations revised the eleventh time shall enter into force on March 20, 2015.

Addendum (8/16/2016)

Article 1 These Regulations revised the twelfth time shall enter into force on August 16, 2016.

Addendum (2/24/2017)

Article 1 These Regulations revised the thirteenth time shall enter into force on February 24, 2017.

Addendum (3/24/2017)

Article 1 These Regulations revised the fourteenth time shall enter into force on March 24, 2017.

Addendum (3/22/2018)

Article 1 These Regulations revised the fifteenth time shall enter into force on March 22, 2018.

Addendum (7/23/2018)

Article 1 These Regulations revised the sixteenth time shall enter into force on July 23, 2018.

Addendum (4/29/2020)

Article 1 The seventeenth revision of these Regulations shall enter into force on April 29, 2020, *provided that* the revised content of Article 16^①27 shall enter into force on January 1, 2021.

Addendum (3/30/2021)

Article 1 The eighteenth revision of these Regulations shall enter into force on March 30, 2021.

< Attached Table I >

Request for convocation of a meeting of the Board of Directors

1. Desired date/hour of meeting: _____AM/PM on _____, 2021

2. Venue:

3. Items of agenda to be submitted and reason for submittal

a. Subject :

b. Outline of content:

c. Agenda items submitted: See attachment.

Date: _____, 2021

Requesters: Director _____ (Signed)

Director _____ (Signed)

Director _____ (Signed)

To the chairman of the Board of Directors

< Attached Table II >

Notice of convocation of the ___th (periodic/extraordinary) session of the Board of Directors

Request for of the ___th (periodic/extraordinary) session of the Board of Directors

1. Desired date/hour of meeting: _____AM/PM on _____, 2021

2. Venue:

3. Items of agenda to be submitted 1

a.

b.

4. Matters to be reported

Date: _____, 2021

Chair of the BoD: _____ (Signed)

Director : _____ (Signed)

< Attached Table III >

Minutes of the ___th (periodic/extraordinary) session of the Board of Directors

1. Desired date/hour of meeting: _____AM/PM on _____, 2021

2. Venue:

3. Number of persons present: _ of the ___ directors currently in office

The Chair announced the opening of the session at _____ and commenced deliberation of the following items of agenda submitted.

No. 1:

No. 2:

After deliberation of the agenda items as stated in the attachment, the Chair announced the closure of the session at _____.

The minutes of the session are hereby drawn up to record the status of the proceedings and the results and signed by all the directors present.

Date: _____, 2021

The Board of Directors of SKC Corporation

Chair: _____ (Signed)

Director: _____ (Signed)

Director: _____ (Signed)