

Related Party Transactions Committee Regulations

(“these Regulations”)

5/7/2021



Article 1 (Purpose)

- ① The purpose of these Regulations is to set forth the matters required for the efficient composition and operation of the Related Party Transactions Committee (“the Committee”) as stipulated in 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 objectively review the fairness of matters related to related party transaction [, which refers to the transaction stated in Article 7(1) hereof,] to ensure the transparency of the Company’s business as a body formed for the deliberation of such matters.

Article 3 (Composition)

The Committee shall be composed of 3 (three) or more external directors.

Article 4 (Chair)

- ① The Committee Chair (“the Chair”) shall be elected by the Committee from among its members. 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 (Scope of business)

- ① The Committee shall engage in the deliberation and review of the following matters before the Board of Directors (“BoD”) makes a decision on such matters.
 1. Large-scale related party transaction between the Company and a specially related person as stipulated in the 『Monopoly Regulation and Fair Trade Act』; notwithstanding Article 17-8(2), Enforcement Ordinance of the said Act, a transaction involving more than 5% of the Company’s total shareholders’ equity or capital stock, whichever is smaller, or more than 5 billion won shall be deemed to be an act of related party transaction.

2. A transaction as stipulated in the Commercial Act, Article 398 (Transactions between Directors, etc. and Company) subparagraph 1 and Article 542-9 (Transactions with Interested Persons including Major Shareholders) and a transaction between the Company's largest shareholder and a specially related person as stipulated in the Commercial Act, which requires the BoD's decision;
 3. A transaction related to an act of related party transaction which the BoD or the Committee recognizes to be necessary.
- ② The Committee may ask for or recommend any of the following.
1. Report on the status of related party transaction;
 2. Investigation on the status of related party transaction;
 3. Implementation of remedial steps concerning related party transaction;
 4. Submittal of materials needed for deliberation of an agenda item and report related to it.

Article 8 (Request for the presence of the persons concerned; external consulting)

- ① The Committee may request the presence of an employee or an outsider at its session to listen to their opinions on the matter discussed or to ask them to submit the relevant materials as required for the execution of its business.
- ② The Committee may ask for an external expert's consulting as and when required.

Article 9 (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 10 (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 11 (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.