

**Articles of Incorporation of SK Square Co., Ltd.**

Enactment: 11.2.2021  
1<sup>st</sup> Amendment: 3.28.2024

**PREMISE**

The Company will pursue the happiness of its members as the ultimate purpose of business management, and the members will contribute to the sustainability of long-term benefits for the shareholders and the happiness of the stakeholders. For this purpose, the Company will establish its management philosophy as follows and carry out its management activities based thereon.

To pursue the sustainable happiness of its members, the Company must maintain stability and growth and continuously survive and develop. To achieve this, the members will simultaneously pursue the happiness of the members and of the stakeholders. All value that the Company creates for the happiness of its stakeholders is social value. The Company will elevate its economic value by generating social value and develop a relationship of trust with its stakeholders.

The Company will earn its customers' trust by offering them with a variety of values and continuing to satisfy them, and ultimately develop together with the customers.

The Company will build a fair and competitive business ecosystem with its business partners, and achieve mutual development through cooperation based on this ecosystem.

The Company will raise its value by continuously creating shareholder value.

The Company will grow together with our society by making various contributions such as environmental protection, job creation, improvement in the quality of life, and the support of local communities.

The members will make consistent efforts to keep the happiness of the stakeholders in harmonious balance and at the same time consider the present and future happiness in order to ensure the longevity of the stakeholders.

**CHAPTER 1. GENERAL PROVISIONS**

**Article 1. Corporate Name**

The name of the Company shall be "SK Square Chusik Hoesa" (the "Company"), which shall be written in English as "SK Square Co., Ltd."

**Article 2. Corporate Governance Charter**

The Company shall constitute a Corporate Governance Charter encompassing its purpose and plans to develop its continued efforts to establish transparent and sound corporate governance.

**Article 3. Objectives**

(1) The objectives of the Company are as follows: rational management and development of the investment business and contribution to public welfare and convenience.

(2) In order to achieve the above objectives, the Company carries out the following businesses:

1. Holding business to control and manage the overall business of subsidiaries, etc. (including any second-tier subsidiaries and any companies controlled by such second-tier subsidiaries) by acquiring and holding shares or equity in subsidiaries;

2. Investment and funding, internal control, risk management and operation of domestic and foreign subsidiaries and invested companies;
3. Administrative support business for joint development and sale of products or services and joint use of facilities and IT systems with subsidiaries, etc.;
4. Management and licensing of intellectual property rights including brands and trademarks;
5. Consulting business including market studies and management consulting;
6. Provision of support for business start-ups, including investments related to business start-ups and new technologies and provision and brokerage of information and services;
7. Real estate (development, management, lease, etc.) and property rental business;
8. Research and technology development relevant to the foregoing objectives; and
9. Any other investments and businesses incidental to or entailed by the attainment of the foregoing objectives or directly or indirectly beneficial to the Company.

(3) To accomplish the above businesses effectively, parts of the businesses could be delegated in accordance with resolutions of the Board of Directors.

#### **Article 4. Head Office and Other Offices**

The Company shall have its head office in Seoul and may establish sub-organizations where necessary as required by a resolution of the Board of Directors.

#### **Article 5. Method of Public Notice**

Public notices by the Company shall be given on the Company's Internet homepage (<http://www.sksquare.com>). However, if public notices cannot be given on such homepage due to network failure or other inevitable reasons, they shall be given by publication in "Hankuk Kyungje Shinmoon", a daily newspaper published in Seoul.

### **CHAPTER 2. SHARES**

#### **Article 6. Total Number of Authorized Shares to Be Issued**

The total number of authorized shares to be issued by the Company shall be four hundred and thirty million (430,000,000) shares.

#### **Article 7. Par Value of a Share**

The par value of a share issued by the Company shall be one hundred (100) Won per share.

#### **Article 8. Total Number of Shares to Be Issued upon Incorporation**

The total number of shares to be issued by the Company upon incorporation shall be 141,467,571 common shares in registered form.

#### **Article 9. Class of Shares**

The class of shares to be issued by the Company shall be common shares in registered form.

#### **Article 10. Electronic Registration of Rights Indicated in Shares and Subscription Right Certificates**

Instead of issuing share certificates and subscription right certificates, the Company shall electronically register in the electronic register of the electronic registry the rights that should be indicated in the shares and subscription right certificates.

#### **Article 11. Preemptive Right**

(1) The Company shall issue new shares by a resolution of the Board of Directors as follows:

1. The Company shall give an opportunity to its shareholders to subscribe for new shares in proportion to their respective shareholdings;

2. The Company shall give an opportunity to certain persons (including the Company's shareholders) to subscribe for new shares in order to allocate new shares to them by a method other than that provided in Subparagraph 1 above if necessary to achieve the Company's management purpose, such as introduction of a new technology and improvement of the financial structure, to the extent that such new shares do not exceed 20% of the total number of issued shares of the Company; or
3. The Company shall give an opportunity to unspecified persons (including the Company's shareholders) to subscribe to new shares by a method other than that provided in Subparagraph 1 above and shall allocate new shares to those who have subscribed to new shares to the extent that such new shares do not exceed 20% of the total number of issued shares of the Company.

(2) If the Company allocates new shares as provided in Paragraph (1), Subparagraph 3 above, it shall allocate such new shares in accordance with one of the below methods by a resolution of the Board of Directors:

1. The Company shall allocate new shares to unspecified subscribers without classifying the type of persons to whom the Company gives an opportunity to subscribe for new shares;
2. The Company shall give an opportunity to unspecified persons to subscribe for new shares, including the shares not subscribed to by members of the Employee Stock Ownership Association to which the Company allocates new shares in accordance with applicable laws and regulations;
3. The Company shall give an opportunity to unspecified persons to subscribe for any new shares not subscribed to by the shareholders to whom the Company preferentially gives an opportunity to subscribe for new shares; or
4. The Company shall give an opportunity to certain persons to subscribe for new shares according to reasonable standards determined by applicable laws and regulations, such as the demand forecast prepared by investment dealers or investment brokers as underwriters or arrangers.

(3) If the Company issues new shares by any of the methods specified in Paragraph (1) above, the class, number, issue price, etc. of the shares to be issued shall be determined by a resolution of the Board of Directors.

(4) When the Company issues new shares, if there remain any shares which have not been subscribed to or paid for until the relevant due date, the method of dealing with such remaining shares shall be determined by a resolution of the Board of Directors in accordance with applicable laws and regulations, including those on the adequacy of the issue price, etc.

(5) The method of dealing with any fractional shares in the course of allocating new shares shall be determined by a resolution of the Board of Directors.

(6) Notwithstanding Paragraph (1) above, if the Company issues depositary receipts (DRs) in accordance with the Overseas Securities Issuance Regulation, any decision on preemptive rights and other conditions on issuance of new shares shall be determined by a resolution of the Board of Directors to the extent that such new shares do not exceed 20% of the total issued and outstanding shares.

(7) Notwithstanding Paragraph (1) above, if the Company receives from the shareholders of its subsidiaries or other companies issued and outstanding shares in such companies as in-kind contribution in order to comply with the requirements or regulations applicable to a holding company under the Monopoly Regulation and Fair Trade Law (the "FTL"), to carry out the investment business or to acquire subsidiaries or shares thereof, the Company may allocate new shares to the persons holding the shares of such companies (including the shareholders of the Company) by a resolution of the Board of Directors.

## **Article 12. Base Date for Calculation of Dividends for New Shares**

The Company shall distribute equal dividends for all shares of the same class issued and outstanding (including converted shares) as of the dividend record date, regardless of the issuance date.

### **Article 13. Stock Option**

(1) The Company may grant stock options up to the limit as permitted by relevant laws and regulations to its officers and employees or officers and employees of an affiliated company as defined in relevant laws and regulations (referred to as “Officers and Employees” in this Article 13) by a special resolution of the General Meeting of Shareholders; provided that the Company may grant Officers and Employees stock options by a resolution of the Board of Directors up to the limit as permitted by relevant laws and regulations.

(2) Officers and Employers who may be granted stock options shall be any person who has contributed to profit maximization or technical innovation of the Company or is capable of such contribution; provided that a person who is prohibited from being granted stock options by relevant laws and regulations shall be excluded from the foregoing.

(3) The shares to be delivered upon exercise of stock options shall be common shares in registered form.

(4) Stock options that can be granted to each officer or employee shall not exceed 1/100 of the total issued and outstanding shares.

(5) A stock option may be exercised during the period determined at the General Meeting of Shareholders or by the Board of Directors, which period shall not exceed seven (7) years from the first day that such stock option may be exercised.

(6) A stock option may be canceled by the resolution of Board of Directors if any of the following occurs:

1. The relevant officer or employee voluntarily retires or resigns from the Company within three (3) years from the date of grant of the stock option;
2. The relevant officer or employee causes loss to the Company due to his/her gross negligence or willful misconduct; or
3. Any other conditions for cancellation of the stock option specified in the relevant stock option agreement occur.

### **Article 14. Transfer Agent**

(1) The Company shall designate a transfer agent.

(2) The transfer agent, the location where its services are to be rendered and the scope of its duties shall be determined by a resolution of the Board of Directors of the Company and shall be publicly announced.

(3) The Company shall keep a Register of Shareholders, or a duplicate thereof, at the location where the transfer agent performs its duties. The transfer agent shall handle the activities of electronic registration, the management of the Registry of Shareholders, and other matters related to the Company’s stock.

(4) The procedures for the activities referred to in Paragraph (3) above will comply with relevant regulations on transfer agents.

### **Article 15. Preparation and Preservation of Registry of Shareholders**

(1) If the Company is notified of the particulars of its shareholders by the electronic registry, the Company shall prepare and preserve a Registry of Shareholders specifying the matters notified and the date of notification.

(2) If there is a change in the status of shareholders (including specially related persons, etc.) holding no less than 5% of the Company's total shares, or if otherwise necessary, the Company may request the electronic registry to prepare the particulars of its shareholders.

(3) The Company shall prepare its Registry of Shareholders in electronic form.

#### **Article 16. Record Date**

(1) The Company shall cause the shareholders whose names appear in the Register of Shareholders on the last day of each fiscal year to exercise their rights as shareholders at the Ordinary General Meeting of Shareholders.

(2) If necessary for convening of an Extraordinary General Meeting of Shareholders or for any other cause, the Company may set a record date upon at least two-week prior public notice by a resolution of the Board of Directors.

### **CHAPTER 3. BONDS**

#### **Article 17. Issuance of Convertible Bonds**

(1) The Company may issue convertible bonds to persons other than the shareholders of the Company to the extent that the aggregate par value of such bonds does not exceed four hundred billion (400,000,000,000) Won.

(2) The Board of Directors may issue the convertible bonds referred to in Paragraph (1) with only a part of such bonds having conversion rights.

(3) Shares to be issued upon conversion shall be common shares and the conversion price, which shall not be less than the par value of each share, shall be determined by a resolution of the Board of Directors at the time of issuance of the convertible bonds.

(4) The period during which conversion rights may be exercised shall commence one (1) month after the issuance date of the relevant convertible bonds and end on the date immediately preceding the redemption date thereof. However, the Board of Directors may adjust the conversion period within the above period by a resolution.

(5) With respect to the shares issued upon conversion of the convertible bonds, the Company shall pay interest only on the amount that has become due and payable before the conversion (amended on March 28, 2024).

#### **Article 18. Issuance of Bonds with Warrants**

(1) The Company may issue bonds with warrants to persons other than the shareholders of the Company to the extent that the aggregate par value of such bonds does not exceed four hundred billion (400,000,000,000) Won.

(2) The aggregate value of new shares which may be subscribed for by the holders of the bonds with warrants shall be determined by the Board of Directors, provided that the amount of such new shares shall not exceed the aggregate par value of the bonds with warrants.

(3) Shares to be issued upon exercise of warrants shall be common shares, and the issue price, which shall not be less than the par value of each share, shall be determined by a resolution of the Board of Directors at the time of issuance of the bonds with warrants.

(4) The period during which warrants may be exercised shall commence one (1) month after the issuance date of the relevant bonds with warrants and end on the date immediately preceding the redemption date thereof. However, the Board of Directors may adjust the exercise period within the above period by a resolution.

(5) (deleted March 28, 2024)

**Article 19. Applicable Provisions regarding Issuance of Bonds**

The provisions of Article 14 shall apply mutatis mutandis to the issuance of bonds.

**Article 20. Issuance of Bonds**

(1) The Company may issue bonds in accordance with a resolution of the Board of Directors.

(2) Subject to the determination by the Board of Directors of the amount and classes of bonds, the Board of Directors may authorize the Representative Director to issue bonds within a period not exceeding one (1) year from the date of such determination.

**Article 21. Electronic Registration of Rights Indicated in Bonds and Subscription Warrants**

Instead of issuing bond certificates and subscription warrants, the Company shall electronically in the electronic register of the electronic registry the rights that should be indicated in the bonds and subscription warrants; provided that the Company is not required to electronically register the rights to be indicated on bonds unless electronic registration of such rights are mandatory under relevant laws and regulations, such as in the case of listed bonds.

**CHAPTER 4. GENERAL MEETING OF SHAREHOLDERS****Article 22. Types of General Meeting of Shareholders**

(1) General Meetings of the Shareholders of the Company shall be of two types: Ordinary and Extraordinary.

(2) The Ordinary General Meeting of Shareholders shall be convened within three (3) months after the end of each fiscal year and Extraordinary General Meetings of Shareholders shall be convened at any time as necessary.

**Article 23. Convocation of General Meeting of Shareholders**

(1) Except as otherwise provided by relevant laws and regulations, General Meetings of Shareholders shall be convened by the Representative Director in accordance with a resolution of the Board of Directors.

(2) In the absence of the Representative Director, the provision of Article 40, Paragraph (2) shall apply mutatis mutandis.

**Article 24. Notice and Public Notice of Convening of General Meeting**

(1) In convening a General Meeting of Shareholders, a written or digital notice thereof setting forth the time, date, place and agenda of such Meeting shall be sent to each shareholder at least two (2) weeks prior to the date of the Meeting.

(2) The written or digital notice of convening a General Meeting of Shareholders to shareholders holding not more than one (1) percent of the total number of shares with voting rights issued and outstanding shall be replaced by public notices given at least twice in each of “Hankuk Kyungje Shinmoon” and “Maeil Kyungje Shinmoon” published in Seoul, two (2) weeks prior to the Meeting, or by public notices via electronic means as prescribed by relevant laws and regulations. Public notice of a Meeting shall include the statement that a General Meeting of Shareholders will be held and the agenda of the Meeting.

**Article 25. Place of General Meeting of Shareholders**

General Meetings of Shareholders shall be held at the place where the head office of the Company is located, but may be held at a near-by place if necessary.

**Article 26. Chairperson of General Meeting of Shareholders**

The Chairperson of the General Meeting of Shareholders shall be the Representative Director. In the absence of the Representative Director, the other Directors shall preside at the Meeting in the order previously determined by the Board of Directors.

**Article 27. Chairperson's Authority to Maintain Order**

(1) The Chairperson of a General Meeting of Shareholders may order any person who intentionally speaks or behaves obstructively or who disturbs the proceedings of the Meeting to stop or retract a speech or to leave the place of the Meeting, and such person shall comply with his/her order.

(2) The Chairperson of a General Meeting of Shareholders may restrict the length and number of speeches by a shareholder as deemed necessary for the purpose of smooth proceeding.

**Article 28. Voting Rights of Shareholders**

Each shareholder shall have one (1) vote per share registered by his/her own name.

**Article 29. Limitation to Voting Rights of Cross-Held Shares**

The shares of the Company held by the Company, any of its parent company or its subsidiaries, or any company of which a subsidiary of the Company holds more than ten (10) percent of the total number of shares issued and outstanding shall not have voting rights.

**Article 30. Split Voting**

(1) If a shareholder who holds two (2) or more shares with voting rights wishes to split his/her votes, such shareholder shall notify the Company in writing of his/her intention and reason for split voting at least three (3) days prior to the Meeting.

(2) The Company may reject split voting by a shareholder except in the event that he/she has accepted a trust of shares or he/she holds the shares on behalf of another person.

**Article 31. Exercise of Voting Rights by Proxy**

(1) Shareholders may exercise their voting rights by proxy.

(2) The proxy must present documents evidencing his/her power of representation prior to the opening of the General Meeting of Shareholders.

**Article 32. Method of Resolution of General Meeting of Shareholders**

All resolutions of General Meetings of Shareholders, except as otherwise provided by relevant laws and regulations, shall be adopted by affirmative votes of the majority of the voting rights of shareholders present and at least one-fourth (1/4) of the total number of shares issued and outstanding.

**Article 33. Minutes of General Meeting of Shareholders**

The substance of the course and proceedings of a General Meeting of Shareholders and the results thereof shall be recorded in minutes on which the names and seals of the Chairperson and the Directors present at the Meeting shall be affixed or which shall be signed by such persons, and shall be kept at the head office and branches of the Company.

**CHAPTER 5. DIRECTORS**

**Article 34. Number of Directors**

The Company shall have a minimum of four (4) but not more than twelve (12) Directors, and more than a half of Directors shall be Outside Directors.

**Article 35. Appointment of Directors**

(1) The Directors shall be elected at a General Meeting of Shareholders.

(2) The Directors shall be appointed at a General Meeting of Shareholders by affirmative votes of the majority of the voting rights of shareholders present and at least one-fourth (1/4) of the total number of shares issued and outstanding.

**Article 36. Committee for Recommendation of Outside Director**

(1) The Company shall have a committee for recommendation of candidates for Outside Directors (the "Recommendation Committee") within the Board of Directors.

(2) An Outside Director shall be appointed from among those candidates who are recommended by the Recommendation Committee.

(3) The Recommendation Committee shall consist of three (3) or more Directors and the majority of the members shall be Outside Directors.

(4) All matters concerning the composition and operation of the Recommendation Committee shall be decided separately by the Board of Directors.

**Article 37. Qualification of Director**

(1) A person who falls under any of the following items shall not be a Director of the Company, and a Director who falls under any of the following items after his/her appointment shall be dismissed:

1. "Same person" who controls a company having a competitive relationship with the Company, as specified in the FTL, or any person related to such "Same person" (provided, however, that a company engaging in the same line of business as the Company shall not be considered as having a competitive relationship with the Company if it belongs to the same enterprise group with the Company under the FTL);
2. Any person who is, or has been within last two (2) years, an officer or an employee of a company having competitive relationship with the Company, or a company which belongs to the same enterprise group as such competitor under the FTL; or
3. Any person who is, or has been within last two (2) years, an officer or an employee of a corporation which is the largest shareholder or the second-largest shareholder of a company having a competitive relationship with the Company, or a company which belongs to the same enterprise group as such corporation under the FTL.

(2) The Outside Director of the Company shall be such a person who has expert knowledge in management, economics, accounting, law or relevant technology, or substantial experience in such areas, and who may contribute to the development of the Company and protection of interests of the shareholders. A person who falls under any of causes for disqualification as specified in the Korean Commercial Code or other relevant laws and regulations shall not become an Outside Director of the Company.

(3) If an Outside Director who falls under any of causes for disqualification in any of items specified in Paragraph (1) above or in Paragraph (2) above, he/she shall be dismissed from his/her office when there occurs any of such causes. In such a case, any vacancy in the office of the Outside Director shall be filled at the Ordinary General Meeting of Shareholders following the occurrence of such causes for disqualification.

**Article 38. Term of Office of Directors**

(1) The term of office of the Directors (including the Representative Director) shall be until the close of the third Ordinary General Meeting of Shareholders convened after his/her appointment.

(2) The total term of an Outside Director shall not exceed 6 years, or, when combined with the length of service at affiliated companies, 9 years.

**Article 39. Appointment of Directors in Case of Vacancy**

(1) If a Director falls under one of the following items, his/her position is deemed to be vacant:

1. When dead;
2. When adjudicated insolvent;
3. When adult guardianship or limited guardianship commences; or
4. When sentenced to a punishment heavier than imprisonment without prison labor.

(2) Any vacancy in the office of Director shall be filled by a resolution of an Extraordinary General Meeting of Shareholders. However, if the number of Directors required by applicable law is satisfied and there is no difficulty in the administration of business, an appointment may be withheld temporarily or postponed until the following Ordinary General Meeting of Shareholders.

(3) The term of office of a Director appointed to fill a vacancy or increase the number of Directors shall be the term set forth in Article 38, Paragraph (1), commencing on the date of taking office.

**Article 40. Duties of Directors**

(1) The Company shall appoint at least one (1) Representative Director among the Directors by a resolution of the Board of Directors. The Representative Director shall represent the Company and manage all affairs of the Company.

(2) The Executive Directors shall assist the Representative Director and shall carry out their respective responsibilities as determined by the Board of Directors. In the absence of the Representative Director, they shall perform their duties in the order determined by the regulations of the Board of Directors.

**Article 41. Reporting Duty of Directors**

A Director shall immediately report to the Audit Committee when such a Director finds matters which could materially cause damage to the Company.

**Article 42. Fiduciary Duties of Directors**

The Directors shall faithfully perform their respective duties for the benefit of the Company.

**Article 43. Assurance of Employee's Employment**

The Company shall assure its employees' employment with the Company except for discharge or removal pursuant to the Company's Rules of Employment.

**Article 44. Agent**

The Representative Director may appoint agents among employees of the Company to be delegated with rights with respect to the Company's business, including any litigation involving the Company, except otherwise prohibited by any law or regulation or these Articles of Incorporation.

**Article 45. Consultant**

The Representative Director may engage consultants or advisory institutions to seek advice on important matters related to the business administration of the Company.

## **CHAPTER 6. BOARD OF DIRECTORS**

### **Article 46. Composition of the Board of Directors**

The Board of Directors of the Company shall consist of Directors. The Board of Directors shall resolve all important matters relating to the execution of the Company's business.

### **Article 47. Convocation of the Board of Directors' Meeting**

(1) Meetings of the Board of Directors shall be convened by the Representative Director as he/she deems necessary or upon the request of more than three (3) Directors.

(2) A Director who does not have the right to convene Meetings of the Board of Directors may demand to convene a Meeting of the Board of Directors to a Director with a right to convene such a meeting. If a Director with such right rejects the demand without reasonable cause, other Directors may convene a Meeting of the Board of Directors.

(3) In convening a Meeting of the Board of Directors, a notice thereof setting forth the agenda of the Meeting shall be given to each Director two (2) days prior to the date of the Meeting.

(4) The procedure in Paragraph (3) may be omitted upon the consent of all Directors.

### **Article 48. Resolutions of the Board of Directors**

(1) Resolutions of the Board of Directors shall be adopted by the presence of a majority of the Directors in office and by the affirmative vote of a majority of the Directors present.

(2) No Director who has an interest in any matter for resolution may exercise his or her vote upon such matter.

### **Article 49. Procedures for Internal Trading**

The Board of Directors shall establish and amend the regulations for internal trading in order to ensure the fairness of transactions with affiliated companies as required by the FTL.

### **Article 50. Management**

Matters necessary for the management of the Board of Directors shall be determined by the regulations of the Board of Directors.

### **Article 51. Audit Committee**

(1) The Company shall have an Audit Committee within the Board of Directors.

(2) The Audit Committee shall consist of three (3) or more Directors and two-thirds (2/3) or more of the members shall be Outside Directors.

(3) The members of the Audit Committee shall be appointed at a General Meeting of Shareholders and all matters necessary for the operation of the Audit Committee shall be decided separately by the Board of Directors.

(4) The members of the Audit Committee shall be appointed by affirmative votes by the majority of the voting rights of the shareholders present and no less than one-fourth (1/4) of the total number of shares issued and outstanding; provided, however, that if the shareholders are allowed to exercise their votes by an electronic method pursuant to Article 368-4, Paragraph (1) of the Korean Commercial Code, appointment of the members of the Audit Committee may be resolved by the majority of the voting rights of the shareholders present.

### **Article 52. Minutes of the Meeting of the Board of Directors**

All agenda of the Meetings of the Board of Directors, the substance of the proceedings of the Meetings and the result thereof, name(s) of Director(s) who raise(s) an objection to a resolution and the reason therefor, shall be recorded in the minutes on which the names and seals of the Chairperson and all Directors present shall be affixed or which shall be signed by such persons, and shall be kept at the head office.

**Article 53. Remuneration and Severance Pay for Directors**

(1) Remuneration for the Directors shall be determined by a resolution of the General Meeting of Shareholders.

(2) Severance pay for Directors shall be handled in accordance with the Policy on Severance Pay for Executive Officers as adopted by a resolution of the General Meeting of Shareholders.

**Article 54. Treatment for Outside Directors**

The Company may reimburse Outside Directors for the expenses incurred during the performance of their duties.

**CHAPTER 7. ACCOUNTING**

**Article 55. Fiscal Year**

The fiscal year of the Company shall commence on January 1 and end on December 31 of each year.

**Article 56. Preparation and Preservation of Financial Statements and Business Report**

(1) The Representative Director of the Company shall prepare the following documents, supplementary documents thereto and the business report and submit the same to the Audit Committee for its audit at least six (6) weeks prior to the day set for the Ordinary General Meeting of Shareholders, and submit the following documents and the business report to the Ordinary General Meeting of Shareholders:

1. Balance sheet;
2. Profit and loss statement; and
3. Any other documents indicating the financial status and management results of the Company as defined in the Enforcement Decree of the Korean Commercial Code.

(2) Consolidated financial statements shall be included in the documents specified in Paragraph (1) above if the Company falls within the scope of companies that are required to prepare consolidated financial statements as set forth in the Enforcement Decree of the Korean Commercial Code.

(3) The Audit Committee shall submit the audit report on the documents listed in Paragraph (1) above to the Representative Director within four (4) weeks from the day of receipt thereof.

(4) The Representative Director shall keep the documents listed in Paragraph (1) above, together with the business report and the audit report, at the head office of the Company for five (5) years, and certified copies of all of such documents at the branches of the Company for three (3) years, beginning from one (1) week prior to the date of the Ordinary General Meeting of Shareholders.

(5) The Representative Director shall give public notice of the balance sheet and the independent auditors' opinion immediately after the documents listed in Paragraph (1) above have been approved by the General Meeting of Shareholders.

**Article 57. Appropriation of Surplus**

The Company shall dispose of the unappropriated retained earnings for each fiscal year as follows:

1. Earned surplus reserves;
2. Other statutory reserves;
3. Dividends;

4. Discretionary reserves;
5. Bonus for officers;
6. Other appropriation of retained earnings; and
7. Earned surplus carried forward to next fiscal year.

#### **Article 58. Dividends**

(1) Dividends may be paid to shareholders in cash, shares or other property.

(2) In the case of stock dividends, the class and type of new shares to be allotted may be determined by a resolution of the General Meetings of Shareholders if the Company has issued different classes and types of shares.

(3) The Company may set the record date for the Shareholders who are entitled to dividends under Paragraph (1) by a resolution of the Board of Directors, and once a record date has been set, it must be announced two (2) weeks prior to the record date (amended on March 28, 2024).

(4) If there is no claim for the payment of dividends under Paragraph (1) for five (5) years from the date when the allotment starts, the right to claim such dividends shall be deemed to be waived and the dividends shall be deemed to be the earnings of the Company.

#### **Article 59. Interim Dividends**

(1) The Company may pay an interim dividend to the shareholders by a resolution of Board of Directors in accordance with Article 462-3 of the Korean Commercial Code, no more than one (1) time per fiscal year (amended on March 29, 2024).

(2) The Company may set the record date for the Shareholders who are entitled to dividends under Paragraph (1) by a resolution of the Board of Directors, and once a record date has been set, it must be announced two (2) weeks prior to the record date (amended on March 28, 2024).

(3) All other matters relevant to the dividends to be paid under Paragraph (1), including the limitation on amount and the time of payment, shall comply with relevant laws and regulations, including Korean Commercial Code (amended on March 28, 2024).

(4) The provisions of Article 58 Paragraph (4) shall apply mutatis mutandis to this Article (established on March 38, 2024).

### **CHAPTER 8. SUPPLEMENTARY PROVISIONS**

#### **Article 60. Duty of Confidentiality**

(1) The employees or the former employees of the Company shall not disclose or misappropriate secrets which are obtained in relation to their duties.

(2) If any officer or former officer of the Company discloses or misappropriates information concerning the management of the Company, he/she shall be liable for the loss incurred by the Company.

#### **Addendum (Established on November 2, 2021)**

**Article 1.** (Date of Enforcement) These Articles of Incorporation shall take effect as of the date of registration of the incorporation of the Company.

**Article 2.** (Initial Fiscal Year after Incorporation) Notwithstanding Article 55 of these Articles of Incorporation, the initial fiscal year after the Company's incorporation shall begin on the date of incorporation and end on December 31, 2021.

**Article 3.** (Initial Transfer Agent after Incorporation) Notwithstanding Article 14 of these Articles of Incorporation, the initial transfer agent after the Company's incorporation shall be Kookmin Bank.

**Article 4.** (Appointment of Initial Directors and members of the Audit Committee, etc. after Incorporation) Notwithstanding Articles 35, 36, 40 and 51 of these Articles of Incorporation, the appointment of the initial Representative Director, Directors, Outside Director and members of the Audit Committee shall be included in the Spin-Off Plan of SK Telecom Co., Ltd. and be adopted by approval by the General Meeting of Shareholders of the Spin-Off Plan.

**Article 5.** (Remuneration for Directors in the Initial Fiscal Year after Incorporation) Notwithstanding Article 53 of these Articles of Incorporation, remuneration for Directors in the initial fiscal year after the Company's incorporation shall be included in the Spin-Off Plan of SK Telecom Co., Ltd. and be determined by approval by the General Meeting of Shareholders of the Spin-Off Plan.

**Article 6.** (Establishment of Initial Policy on Severance Pay for Executive Officers after Incorporation) Notwithstanding Article 53 of these Articles of Incorporation, the initial Policy on Severance Pay for Executive Officers after the Company's incorporation shall be included in the Spin-Off Plan of SK Telecom Co., Ltd. and be determined by approval by the General Meeting of Shareholders of the Spin-Off Plan.

#### **Addendum No. 1 (as of March 28, 2024)**

**Article 1.** (Date of Effectiveness) These Articles of Incorporation shall take effect as of March 28, 2024. However, the amended provisions of Article 58 (Dividends) shall take effect from the dividend distribution for the fiscal year ending in 2024 (4th fiscal period).