

Regulations of The Governance Committee

Enactment: 11.25.2021

Article 1 (Purpose)

The purpose of these regulations is to stipulate necessary matters regarding the composition and operation of the Governance Committee under the Board of Directors of SK Square Co., Ltd. (hereinafter referred to as the “Company”).

Article 2 (Scope of Application)

The Governance Committee shall be governed by these regulations, except as stipulated by laws, articles of incorporation, or regulations of the BOD.

Article 3 (Composition and Appointment)

- ① The Governance Committee shall be composed of three or more directors, with a majority of independent directors.
- ② The composition of the Governance Committee and the appointment of its members shall be determined by the resolution of the BOD.
- ③ The Governance Committee shall have one(1) secretary to handle all affairs, and the secretary shall be the head of the department in charge of the affairs of the BOD.

Article 4 (Chairperson)

- ① The Governance Committee shall appoint chairperson to represent the Committee by election of the members.
- ② When the chairperson is unable to perform his/her duties due to an accident, a person to act on his/her behalf shall be appointed by election of the members.

Article 5 (Authority)

- ① The Governance Committee shall deliberate on the following matters:
 1. Enactment and amendment of regulations related to governance, such as the articles of association, Corporate Governance Charter, Regulations of Board of Directors and committee
 2. Matters on corporate governance that materially affect shareholder value
- ② Matters deliberated by the Governance Committee pursuant to Paragraph 1 shall be finalized by the BOD after final deliberation and resolution, and the contents may be changed if necessary.
- ③ The Governance Committee shall receive reports on the following matters and discuss them:
 1. The Company's mid- to long-term future strategy
 2. Company-wide key performance indicators (KPIs) and KPI performance evaluation
 3. Other matters deemed important by the Governance Committee

Article 6 (Convocation)

- ① The Governance Committee shall be convened by the chairperson when there is a need to hold it or when there is a request from two or more members.
- ② For matters concerning the convening of the Governance Committee, Article 7, Paragraphs 2 to 4 of the Regulations of the BOD shall apply mutatis mutandis.

Article 7 (Right to Receive Assistance from External Experts)

The Committee may seek advice from external experts, etc., if necessary, at the Company's expense.

Article 8 (Minutes)

- ① The proceedings of the Governance Committee shall be recorded in meeting minutes.
- ② The minutes shall include agenda items, proceedings, results, and objectors and their reasons for objection, and the members present shall put their names and sign/seal them.

Article 9 (Amendment)

Any amendment to these regulations shall be made by the resolution of the BOD.

Addenda (11.25.2021)

This regulation shall come into effect from the date of enactment.