

# **REGULATIONS OF THE STRATEGY AND ESG COMMITTEE**

**December 18, 2025**



### **Article 1 (Purpose)**

- ① The purpose of these regulations is to set forth the matters necessary for efficient composition and operation of the Strategy and ESG Committee (the "Committee") as prescribed under the Articles of Incorporation and the Regulations of the Board of Directors.
- ② These regulations shall apply with respect to any matters not prescribed in the relevant laws and regulations, the Articles of Incorporation, or the Regulations of the Board of Directors.

### **Article 2 (Function)**

- ① As a preliminary deliberation body on major matters to be decided by the Company in accordance with the management principles centered on the Board of Directors, the Committee shall review and analyze strategies and major matters concerning strategy, environment, social values and corporate governance as well as the Company's financial and non-financial risks to help the Company achieve long-term sustainable growth.
- ② The Committee may hold meetings or workshops, etc. comprised solely of independent directors to collect their opinions. In this case, any members other than the independent directors shall not attend such meetings, workshops, etc.

### **Article 3 (Composition)**

- ① The Committee shall be comprised of all independent directors in office and one (1) director who is not an independent director.
- ② The term of office of the members (the "member(s)") shall be the same as that of the directors.

### **Article 4 (Chairperson)**

- ① The chairperson shall be appointed among the Committee members by the Board of Directors or the Committee upon delegation by the Board of Directors, and the chairperson shall represent the Committee and preside at all of its meetings. <Amended, March 29, 2022>

- ② In case the Committee reviews or discusses any agenda to be submitted to the Board of Directors, the chairperson shall report the result thereof to the Board of Directors.
- ③ In case the chairperson is absent or unable to serve, a member designated by the Committee shall perform the duties in place of the chairperson and a meeting for appointment of such member shall be presided by the eldest of the present members.
- ④ The term of the chairperson shall be until the end of the first ordinary general shareholders' meeting following its appointment. <Newly Inserted, March 29, 2022>

#### **Article 5 (Convening of Meeting)**

- ① The meetings of the Committee shall be convened by the chairperson.
- ② Any member may request the chairperson to convene the Committee meeting by submitting the agendum and grounds therefor.
- ③ In convening the Committee meeting, the chairperson shall give notice to each member of the date, time, place and agenda of the meeting, at least two (2) days prior to the date set for such a meeting; *provided, however, that* in case of emergency, such notice may be given by the date immediately preceding the date of such meeting.
- ④ The Committee meeting may be held without following the procedure prescribed in Paragraph 3 upon unanimous consent of all members.

#### **Article 6 (Method of Adopting Resolutions)**

- ① Any resolution of the Committee shall be adopted by the presence of a majority of the members in office and a majority of the votes of the members present.
- ② The Committee may permit all or some of the members to participate in the meeting by means of communication that allow simultaneous audio transmission, in lieu of attending such meeting in person and such members shall be deemed to have attended the meeting in person.

**Article 7 (Matters subject to Preliminary Review)**

The Committee shall conduct a preliminary review of matters that require preliminary review prior to the adoption of a resolution by the Board of Directors pursuant to the regulations of the Board of Directors or the details of the authority granted to the representative director by the resolution of the Board of Directors and report the results of the review to the Board of Directors.

**Article 8 (Matters subject to Discussion)**

The Committee may discuss any of the following matters:

1. Principal management strategies of the SK Group ("SK Group" herein refers to the group of companies which have agreed to share management philosophy based on SKMS and to mutually cooperate in the management activities according to its own necessity and judgment);
2. Business promotion strategies of the Company by industry;
3. Activities to increase the social value of the Company;
4. Financial and non-financial risks of the Company and management plans to prevent such risks;
5. Other managerial matters of the Company having a material effect on the Company's strategy and assessment, etc.;
6. Matters related to the management principles of SK Group (in this regulation, "SK Group" means a group of companies that share the management philosophy based on SKMS and have agreed to cooperate with each other in the management activities according to their own need and judgment) including SKMS, etc.;
7. Plans for ethical management practices of the Company;
8. Matters requested for discussion by the Chairperson or the Company, such as social issues, etc. that may affect the Company's management; and
9. Implementation plans and performance management for major ESG activities (in this regulation, "ESG" means ESG in general, including

environment and climate change response, information security, health and safety, human rights, supply chain, risk management, etc.).

**Article 9 (Right to Request Submission of Documents, etc.)**

- ① If necessary for performance of duties, the Committee may require the relevant officers, employees and outside personnel to attend the meeting and submit relevant information and/or state their opinion.
- ② The Committee may seek expert advice, etc. at the expense of the Company by resolution of the Committee, if necessary.

**Article 10 (Secretariat Organization)**

- ① The secretariat organization of the Committee shall refer to the [PM Division].
- ② The secretariat organization shall assist the chairperson and handle the affairs of the Committee.

**Article 11 (Meeting Minutes)**

- ① The secretariat organization shall record and keep minutes regarding the proceedings of the Committee.
- ② The agenda, summary of proceedings, resolutions adopted at the meeting, names of the directors who have voted against such resolutions, and the reason for objections thereto shall be recorded in the minutes, on which all members present at the meeting shall sign their names or affix their seal impressions.

**Article 12 (Amendment)**

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



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**Addendum (March 30, 2021)**

These regulations shall enter into force on April 1, 2021.

**Addendum (March 29, 2022)**

These regulations shall enter into force on March 29, 2022 upon approval at the Board of Directors meeting.

**Addendum (December 12, 2024)**

These regulations shall enter into force on December 12, 2024 upon approval at the Board of Directors meeting.

**Addendum (December 18, 2025)**

These regulations shall enter into force on December 18, 2025 upon approval at the Board of Directors meeting.