

# Regulations of the Independent Director Nomination Committee


**Version 1.1**



*SK Chemicals Building, 310  
Pangyo-ro, Bundang-gu,  
Seongnam-si, Gyeonggi-do*


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	Title	
	<b>Regulations of the Independent Director Nomination Committee</b>	
	Document #: SK Chemicals -Basic Regulations Version #: 1.1	Issue Date: December 22, 2017

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## CHAPTER I GENERAL PROVISIONS

### Article 1 (Objectives)

The purpose of these Regulations is to prescribe matters necessary for the efficient operation of the Independent Director Nomination Committee (the “Committee”) in accordance with the Articles of Incorporation of SK Chemicals Co., Ltd. (“Company”) and the Board of Directors (“BOD”) Regulations.

### Article 2 (Scope)

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


### Article 3 (Authority)

- ① The Committee shall have the right to recommend candidates for independent directors at the general meeting of shareholders.
- ② When determining who shall be recommended as candidates for independent directors, the Committee shall include candidates recommended by shareholders who can exercise the rights under Article 542-6 (2) of the Commercial Act.

## CHAPTER II COMPOSITION

### Article 4 (Composition)

- ① Members of the Committee (“members”) shall be appointed by the BOD.
- ② The Committee shall be composed of two or more directors.

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#### Article 5 (Chairperson)

- ① The Committee shall appoint the chairperson. <Amended on December 22, 2017>
- ② The chairperson shall represent the Committee and preside over the Committee's meetings.
- ③ In the absence of the chairperson, a member designated by the Committee shall act on his/her behalf.


### CHAPTER III MEETINGS

#### Article 6 (Person with Authority to Convene)

- ① The Committee shall be convened by the chairperson. However, in the absence of the chairperson, the other member shall act on his/her behalf in the order stipulated in Article 5 (3).
- ② Each member may request the convening of the Committee by reporting the agenda and reasons to the chairperson. If the chairperson fails to convene the Committee without justifiable reasons, the member who requested the convening of the Committee may convene the Committee.

#### Article 7 (Procedure for Convening)

- ① When convening the Committee, a meeting date shall be designated and notified to each member at least five days prior to the date of such meeting.
- ② The Committee may have a meeting at any time with upon the consent of all the members by omitting the procedure stipulated in Paragraph (1).

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Article 8 (Method of Resolution)

- ① Resolutions of the Committee shall be adopted by the presence of a majority of the members in office and by the affirmative vote of a majority of the members present. The Committee may allow all members or a part thereof to participate in resolutions through the means of communication transmitting and receiving voices simultaneously, in lieu of attending such a meeting in person. In this case, such members shall be deemed to have attended such a meeting in person.
- ② Only the chairperson and members of the Committee shall have voting rights. A director who is not a member of the Committee does not have voting rights. However, he/she may attend a Committee meeting and express his/her opinions if necessary.

Article 9 (Matters to be Deliberated)

The matters to be deliberated by the Committee are as follows:


1. Recommendation of candidates for independent directors; and/or
2. Other matters necessary for recommendation of candidates for independent directors.

Article 10 (Opinions of Related Persons)

If deemed necessary, the Committee may invite related executives, employees, or external personnel to attend a meeting to hear their opinions.

Article 11 (Obligation of Notice)

Each committee shall notify each director of the resolutions within three days.

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#### Article 12 (Minutes)

- ① At all meetings of the Committee, minutes shall be taken.
- ② The agenda, proceedings and results of a meeting, and the persons who oppose and the reason therefor shall be recorded in the minutes. A member present shall affix his/her seals or signature thereon.


### CHAPTER IV SUPPLEMENT

#### Article 13 (Secretariat)

The secretariat of the BOD shall be in charge of the affairs of the Committee.

#### Article 14 (Amendment and Abolition of Regulations)

The amendment or abolition of these Regulations is determined by a resolution of the BOD.

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### Addendum

#### Article 1 (Enforcement Date)

These Regulations shall be effective from December 1, 2017.

Addendum < Amended on December 22, 2017 >

#### Article 1 (Enforcement Date)

These Regulations shall be effective from December 22, 2017.