


Regulations of the Human Resources Committee

Version 1.0




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	Regulations of the Human Resources Committee	
	Document #: SK Chemicals -Basic Regulations Version #: 1.0	Issue Date: June 23, 2021

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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 Human Resources 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)

The Committee shall review matters related to the evaluation and retention of the representative director, the adequacy of remuneration for inside directors, etc., and receive reports from the Company on the evaluation results and remuneration of key executives.

CHAPTER II COMPOSITION

Article 4 (Composition)

- ① Members of the Committee (“members”) shall be appointed by the BOD.
- ② The appointment and dismissal of the members shall be made by a resolution of the BOD.
- ③ The term of the members shall be the term of the directors in office. However, the term of such members may be adjusted by a resolution of the BOD.

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- ④ The Committee shall be composed of three or more directors, and the majority of the members shall be composed of independent directors.

Article 5 (Chairperson)

- ① The Committee shall appoint the chairperson among independent directors.
- 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 seven days prior to the date of such meeting.

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- ② The Committee may have a meeting at any time with upon the consent of all the members.

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.
- ② The Committee may allow all directors 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.

Article 9 (Matters to Review)

1. Evaluation of the representative director and the retention of his/her position based on the evaluation results
2. Proposal of dismissal and/or appointment of the representative director
3. Recommendation of candidates for the representative director
4. Adequacy of the remuneration of each inside director

Article 10 (Reported Matters)

1. Evaluation results and remuneration of each key executive
2. Other matters concerning the personnel management of executives, which the Company deems necessary to report to the Committee

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Article 11 (Relationship with the BOD)


The BOD shall refer to the review results of the Committee, but shall not be bound by such results and opinions of the Committee.

Article 12 (Evaluation, Etc. of the Representative Director)

- ① The Committee shall conduct a performance evaluation of the representative director for the relevant fiscal year no later than 30 days from the end of each fiscal year during his/her term of office.
- ② The Committee shall review the adequacy of the retention of such representative director based on the results of the performance evaluation in Paragraph (1).
- ③ The Committee shall report the results of the performance evaluation under Paragraph (1), and the review results of the adequacy of the retention under Paragraph (2) to the BOD and notify the Company.
- ④ The Committee may request the Company to submit data and offer opinions in the process of reviewing the performance evaluation and the adequacy of retention under the provisions of Paragraphs (1) and (2), and the Company shall comply therewith.

Article 13 (Proposal, Etc. of Dismissal or Appointment of the Representative Director)

- ① If the Committee determines that the retention of the representative director is not appropriate as a result of the review on the performance evaluation and the adequacy of retention under Article 11 (1) and (2), the Committee shall propose the dismissal of the representative director and/or the appointment of a new representative director to the BOD by the end of the relevant fiscal year.
- ② The chairperson shall request the chairperson of the BOD or the representative director to convene the BOD to proceed with the dismissal of the relevant representative director and/or the appointment of a new representative director. If the chairperson of the BOD or the representative director rejects the request of the

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chairperson to convene the BOD without justifiable reasons, the chairperson shall convene the BOD himself/herself.

Article 14 (Management of Candidates for Representative Director and Recommendation of Candidates)


- ① The Company shall constantly manage and keep up to date with candidates for the representative director.
- ② When requested by the Committee, the Company shall select appropriate candidates for the representative director among representative director candidates that are constantly managed and maintained and provide the list thereof (“candidate list”).
- ③ The Committee shall request the company to provide a candidate list, if it is necessary to recommend candidates for the representative director.
- ④ The Committee shall recommend a final candidate for the representative to the BOD after reviewing candidates from the candidate list provided in accordance with Paragraph (3). In this case, the Committee may recommend a person not included in the candidate list as a new representative director candidate.
- ⑤ The Committee may request the Company to submit data and offer opinions in the process of recommending a representative director candidate pursuant to the provisions of Paragraphs (3) and (4), and the Company shall comply therewith.

Article 15 (Review of Remuneration for Inside Directors)

- ① The Committee shall review the annual remuneration of each inside director through the adequacy evaluation of the remuneration of each inside director, and reports the result to the BOD.
- ② In the process of reviewing the remuneration under Paragraph (1), the Committee may request the Company to submit data and offer opinions, and the Company shall comply therewith.

Article 16 (Reporting the Evaluation Results and Remuneration of Key Executives)

- ① The Company shall report to the Committee on the evaluation results and remuneration of each key executive at least once a

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year.


- ② In this case, a key executive refers to an executive who has a significant impact on the Company's business creation or corporate value, and the specific criteria for selecting such executive shall be determined by the Company.

Article 17 (Opinions of Related Persons)

- ① If deemed necessary, the Committee may invite related executives and employees to attend a meeting to hear their opinions.
- ② If deemed necessary, the Committee may request advice from experts, etc. at the expense of the Company.

Article 18 (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.

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CHAPTER IV SUPPLEMENT

Article 19 (Secretariat)

- ① The secretariat of the Committee shall be the Corporate Culture Office.
- ② The secretariat shall assist the chairperson and deal with the affairs of the Committee under the chairperson's instructions.

Article 20 (Amendment and Abolition of Regulations)

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

Addendum

Article 1 (Enforcement Date)

These Regulations shall be effective from June 23, 2021.