

Created on October 30, 2009

Amended on April 27, 2012

Rules for the Compensation Committee

Samsung Electronics Co., Ltd.

Chapter 1 General

Article 1 (Purpose)

The purpose of these Rules is to set forth matters needed for the composition, operation, authority, etc., of the Compensation Committee (the “Committee”) that Samsung Electronics Co., Ltd. ("the Corporation") establishes in accordance with Article 28-2 of the Articles of Incorporation and relevant rules such as Article 11-2 of the Rules for the Board of Directors.

Article 2 (Scope of Application)

Except for what is stipulated by relevant laws, the Articles of Incorporation, or the Rules for the Board of Directors, matters concerning the Committee shall be governed by the provisions of these Rules.

Chapter 2 Composition

Article 3 (Composition)

- ① The Committee shall be composed of three (3) independent directors of the Board of Directors.
- ② Members of the Committee (the “Members”) shall be appointed from among independent directors by the presence of a majority of directors and a majority of directors present voting for the appointment at a Board meeting.
- ③ The term of office for Member shall be until the expiry of his/her term of office as a director; provided, however, that for a Member appointed to fill a vacancy due to reasons other than the expiry of the term of office of his/her predecessor, his/her term of office shall be the remaining term of office of his/her predecessor.

Article 4 (Chairperson)

- ① The chairperson shall be appointed by a resolution of the Committee.
- ② The chairperson shall represent the Committee and chair Committee meetings.
- ③ If the chairperson is unable to perform his/her duties, the Member who has the earliest initial appointment date among the remaining Members shall act on behalf of the chairperson. If two or more of Members have the same earliest initial appointment date, the eldest director shall take the position.

Article 5 (Removal)

- ① The passage of a resolution to dismiss a Member shall require the presence of a majority of directors and a majority of directors present voting for the resolution at a Board meeting.
- ② If a vacancy occurs in the Committee due to reasons such as the removal of a Member, the expiry of their term of office, or personal reasons, the Board shall immediately fill the vacancy.

Chapter 3 Operation

Article 6 (Committee Meetings)

Committee meetings, in principle, shall be held at least once per year.

Article 7 (Convening Procedure)

- ① The chairperson shall call a Committee meeting.
- ② The time and place of a Committee meeting shall be determined and notified to each Member no less than twenty-four (24) hours prior through methods that allow for confirmation of transmission and reception, such as documents, electronic documents, or facsimile; provided, however, that this convening procedure may be waived if all Members agree.
- ③ If deemed necessary for the performance of duties, a Member may convene a Committee meeting by obtaining consent from the chairperson. The previous paragraph shall apply mutatis mutandis to this case as well.

Article 8 (Resolution)

The passage of a Committee resolution shall require the presence of a majority of Members and a majority of Members present voting for the resolution; provided, however, that a Committee meeting may proceed by using means of telecommunications that transmits and receives voice at the same time within the bounds of relevant laws. A majority of the members shall constitute a quorum for Committee meeting. The vote of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee. A Committee meeting may convene by using a telecommunications equipment by means of which all person participating in the Committee meeting can hear each other (e.g., transmits and receives voice at the same time) to the extent permissible under relevant laws.

Article 9 (Opinion Gathering from Stakeholders, Etc.)

If deemed necessary, the Committee may invite relevant executives and employees or outside figures to gather opinions from them.

Article 10 (Minutes)

- ① The Committee shall keep or cause to be kept a book of minutes of a meeting.
- ② Minutes shall show agenda, the substance of the course, results, and objectors and their reasons for objection. The chairperson and Members present shall sign the minutes or affix their names and seals to them.

Chapter 4 Authority

Article 11 (Items To Be Tabled)

Items to be tabled at Committee meetings shall be as follow:

- ① Compensation limits for registered directors to be submitted to a shareholders' meeting
- ② Compensation system for registered directors
- ③ Other matters delegated from the Board

Chapter 5 Other Matters

Article 12 (Notification Obligation)

The Committee shall notify each director of its resolutions within two (2) days after its adoption.

Article 13 (Administrative Secretary)

- ① The Committee shall have an administrative secretary, who shall be appointed by the chairperson.
- ② Under the supervision of the chairperson, the administrative secretary shall assist each Member and handle the Committee's business in general.

Article 14 (Expenses)

Expenses needed for Committee meetings and other operations shall be borne by the Corporation.

Article 15 (Modification and Repeal of the Rules)

The modification and repeal of these Rules shall require a resolution by the Board.