

Created on April 20, 1998
Amended on November 30, 2023

Rules for the Management Committee

Samsung Electronics Co., Ltd.

Chapter 1 General

Article 1 (Purpose)

The purpose of these Rules is to set forth matters to ensure an efficient operation of the Management Committee (the “Committee”).

Article 2 (Scope of Application)

These Rules shall govern matters concerning the Committee, except for those stipulated by the Rules for the Board of Directors.

Article 3 (Function)

The Committee shall perform its duties in accordance with the Articles of Incorporation, the Rules for the Board of Directors, (the “Board”), and Board resolutions, and shall deliberate and make resolutions on matters delegated from the Board on a need basis.

Chapter 2 Composition

Article 4 (Composition)

The Board shall appoint, by resolution, members of the Committee among directors of the Board, ranging between two members to ten members.

Article 5 (Chairperson)

The Committee shall appoint its own chairperson, who shall preside Committee meetings.

Chapter 3 Meetings

Article 6 (Meetings)

Committee meetings shall be held occasionally on a need basis.

Article 7 (Convening of Committee Meetings)

- ① A Committee meeting shall be called by the chairperson. The chairperson shall notify Committee members and invitees of the time and place of the meeting with no less than twenty four (24) hours prior notice.
- ② If all members agree, a Committee meeting may be convened at any time without the procedures described in Paragraph 1.

Article 8 (Resolution)

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 which transmits and receives voice at the same time to the extent permissible under relevant laws.

Article 9 (Opinion Gathering from Stakeholders)

In deliberating agenda items, the Committee may invite relevant executive management, officer or outside figures to elaborate on such items and gather opinions from them.

Article 10 (Items To Be Tabled)

- ① Items to be tabled at Committee meetings shall be matters delegated from the Board under the Rules for the Board of Directors as well as other general business matters.
- ② Items to be tabled at Committee meetings pursuant to Paragraph 1 shall be as follows:

1. Managerial Matters in general

- 1) The Corporation's annual or medium- to long-term management policies and strategies,
- 2) Key management policies,
- 3) Business plans and restructuring (revampment of marginal and loss-making business, etc.),
- 4) Establishment, relocation, and closure of overseas branches and subsidiaries,
- 5) Cooperation with overseas companies, including strategic alliance,
- 6) Purchase or sale of key subsidiaries in Korea and overseas (limited to cases that involve 0.1% or more of equity capital),
- 7) Other key matters regarding management,
- 8) Establishment, relocation, and closure of branches and business establishments
- 9) Appointment or removal of managers,
- 10) Suspension of production totaling 5% or more of the production from the previous business year, and cessation of business,
- 11) Signing of a technology introduction agreement, technology transfer, or alliance that is equivalent to 0.5% or more of equity capital,
- 12) Agreement on the acquisition or transfer of patents on new materials or technologies, which is equivalent to 0.5% or more of equity capital,
- 13) Recall and disposal of products equivalent to 5% or more of revenue in the previous business year,
- 14) Signing of a single agreement equivalent to 5% or more of revenue in the previous business year,
- 15) Signing or cancellation of a single sales agency or supply agreement equivalent to 5% or more of revenue in the previous business year,
- 16) Basic principles on the operation of organization,
- 17) Establishment and modification of basic principles on pay structure, bonus, and employee benefits,
- 18) Appointment, removal, and change of transfer agents,
- 19) Matters concerning the closure of the shareholders list and the selection of the record date,
- 20) Establishment of detailed rules needed for business and management,
- 21) Deleted

2. Financial Matters

- 1) Investment and divestment in another corporation that is equivalent to 0.1% to less than 2.5% of equity capital,
- 2) Direct overseas investment equivalent to 0.1% to less than 2.5% of equity capital,
- 3) New offer of collateral or new guarantee of an obligation that is equivalent to 0.1% to less

- than 2.5% of equity capital (excluding extension of existing collateral or guarantee),
- Collateral: limited to cases where collateral is offered for other entities,
- Guarantee of an obligation: excluding tax payment guarantee and performance guarantees such as tender, contract, maintenance, and difference guarantee
- 4) Signing of a new contract to borrow funds equivalent to 0.1% to less than 5% of equity capital (excluding extension of existing contract),
- 5) Approval of related-party transaction. Related-party transaction refers to the act of offering or trading funds (provisional payment, loan, etc.), marketable securities (stocks, corporate bonds, etc.) or assets (real estate, intangible property rights, etc.) equivalent to three (3) billion won and less than the amount that constitutes large-scale related-party transaction under the Monopoly Regulation and Fair Trade Act with or for a related party as defined in the same Act (excluding cases where the existing contract is renewed without significant changes),
- 6) Issuance of bonds,
- 7) Acquisition or disposal of real estate equivalent to 0.1% or more of equity capital; provided that such acquisition or disposal is a transaction with a third party,
- 8) Matters deemed necessary by the CEO such as key capital expenditure

3. Out of other matters delegated from the Board or matters falling into the authority of the Board, all matters excluding those specified as items to be tabled to the Board under the Rules for the Board of Directors and matters delegated to other committees

Article 11 (Notification Obligation)

- ① The Committee shall notify each director of its resolutions within two (2) days after its adoption.
- ② Deleted

Article 12 (Ex Post Approval)

If a matter is so urgent that there is no time to hold a Committee meeting, the CEO shall address it immediately and then convene a Committee meeting to report the details and obtain ex post approval.

Article 13 (Minutes)

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

Article 14 (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 15 (Support for the Committee)

The Corporation may operate a secretary's office or assign staff members to ensure an effective operation of the Committee and to accommodate requests from members, such as those for collecting information.

Article 16 (Modification and Repeal of the Rules)

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