

[000001] Notification on Corporate Governance Report

Notification on Corporate Governance Report


기업지배구조 보고서 신고서

한국거래소 귀중

「유가증권시장 공시규정」 제24조의2 및 같은 규정 시행세칙 제7조의2의 규정에 의거 기업지배구조 보고서를 붙임과 같이 신고하며, 기재사항 중 거짓의 내용이 있거나 중요사항이 누락되어 있지 아니하다는 사실 등을 확인합니다.

2024년 5월 31일

에스케이하이닉스 주식회사

대표이사 곽노정 

(붙임) 기업지배구조 보고서

[000002] Company Overview

1. Company Name:
SK hynix Inc. (“the Company”)
2. Period subject to disclosure and base date of report:
Start date of disclosure period 2023-01-01
End date of disclosure period 2023-12-31
Base date of report 2023-12-31

2-1. Period Information

	Current fiscal year	Last fiscal year	The year before the last fiscal year
Accounting period start date	2023-01-01	2022-01-01	2021-01-01
Accounting period end date	2023-12-31	2022-12-31	2021-12-31

3. Author Information

Personnel in charge		Personnel for contact	
Name :	Woohyun Kim	Name :	Seoyoun Choi
Title :	Vice President	Title :	TL
Department :	Finance	Department :	IR
Phone number :	031-8093-4801	Phone number :	031-8093-4801
Email :	ir@skhynix.com	Email :	ir_esg@sk.com

4. Table 1-0-0: Company Overview

Largest Shareholder, etc.	SK square and 6 persons with special interests	Ownership of Largest Shareholder, etc.	20.07%
		Ownership of minor shareholders	62.41%
Industry (Finance/Non-finance)	Non-finance	Primary Products	Memory semiconductor products such as DRAM, NAND, MCP (Multi-Chip Package), etc., and Non-memory semiconductor products such as CIS (CMOS Image Sensor), foundry, etc.
Conglomerate as per Monopoly Regulation & Fair Trade Act (Yes/No)	Yes	Subject to Act on the Management of Public Institutions (Yes/No)	No
Conglomerate	SK		

Summary Financial Statements (Unit: KRW Billion)			
	2023	2022	2021
(Consolidated) Revenue	32,765,719	44,621,568	42,997,792
(Consolidated) Operating Income	- 7,730,313	6,809,417	12,410,340
(Consolidated) Net Income	- 9,137,547	2,241,669	9,616,188
(Consolidated) Total Assets	100,330,165	103,871,512	96,346,525
(Non-Consolidated) Total Assets	92,949,387	91,800,233	84,972,544

[000003] Conformity Level of Corporate Governance Key Indicators

5. Conformity Level of Corporate Governance Key Indicators

Conformity level: 66.7%

Key indicators	(Current disclosure period) Conformity	(Previous disclosure period) Conformity	Remarks
Give AGM convocation notice 4 weeks ahead of the general meeting of shareholders	X	-	(Note 1)
Use electronic voting	O	-	-
Hold the general meetings of shareholders on a day other than the days on which most of the general meetings of shareholders are concentrated	X	-	(Note 2)
Provides predictability regarding cash dividends	X	-	(Note 3)
Provide the dividend policy and the future dividend plan to shareholders at least once a year	O	-	-
Prepare and operate the succession policy (including the contingency appointment policy) for the CEO (Chief Executive Officer)	O	-	-
Prepare and operate the internal control policy such as risk management	O	-	-
The chairman of the board is an independent director	O	-	-
Adopt a cumulative voting system	X	-	(Note 4)
Establish a policy to avert appointment of executive officers who are accountable for the defamation of corporate value or infringement of shareholders' equity interest	X	-	(Note 5)
Not all board members are of the same gender	O	-	-
Establish independent internal auditing support bodies (supporting organization to Audit Committee)	O	-	-
Appoint an accounting or financial expert to the Audit Committee	O	-	-
The Audit Committee holds meetings with independent auditors more than once a quarter without the attendance of management	O	-	-
Establish procedures for the Audit Committee to have access to the important information related to the corporate management	O	-	-

(Note 1) The Company provided the notice 21 days prior to the 76th AGM.

(Note 2) The Company held the 76th AGM on March 27th, 2024. AGM concentration dates of 2024 are March 22nd, 27th, and 29th.

(Note 3) The company amended the Articles of Incorporation to improve dividend payout process at the 76th AGM, but actual implementation has not yet occurred.

(Note 4) Refer to Sub-Principle 4-3 C. of the Report

(Note 5) Refer to Sub-Principle 4-4 A. (3) of the Report.

[000004] II. Current Status of Corporate Governance

[100000] 1. General Corporate Governance Policy

A. Provide a detailed overall explanation of the company's corporate governance-related policy directionality and key considerations.

The Company believes that transparent and sound governance serves as a basis for reasonable and responsible business activities and wins the trust of all stakeholders. The Company also believes that it forms the foundation for a sustainable enterprise that generates both economic and social value over the long term. As such, the Company has established and seeks to maintain a sound governance structure to not only ensure continued stability and prosperity of its operations but also generate value for its customers, employees, and shareholders, serving as a crucial driver of social and economic growth and contributing to the wellbeing of broader humanity.

The Board of Directors (the "Board") of SK hynix, the Company's highest decision making body, sets the Company's key business objectives and basic policies while monitoring execution by top management. For the effective performance of its duties, the majority of the Company's Board is comprised of independent directors with diverse backgrounds and areas of expertise. Such independent directors utilize their professional knowledge to review the procedural and actual legitimacy of various business activities including management decisions, thereby playing a crucial role in ensuring the soundness of the Company's operations.

B. Explain any unique governance characteristics of the company.

(1) Composition of an independent board of directors

As of the date of submission, the Company's Board is currently composed of ten directors (two executive directors, six independent directors, and two other non-executive directors) with independent directors comprising more than a majority (60%) of the Board. All independent directors are independent in that they have no special relationship with company management, and without the approval of the Board, no independent director can effectuate for his own account or for the account of a third person any transaction which falls within the same line of business as the Company or become a general partner or a director of any other company whose business purposes are the same as those of the Company, in order to prevent conflict of interests under the Commercial Act and the Board Regulations. The Company strives to ensure that its Board is led by independent directors whose independence and expertise have been vetted, that the Board effectively monitors and keeps management's executive rights in check, and that balance is thus maintained in the Company's operations. Meanwhile, the Company has separated the Representative Director (CEO) and Board Chair positions and by appointing an independent director as the Board Chair, has further strengthened the Board's independence and its oversight and check and balance over management.

(2) Enhancement of the Board's Expertise

The Company's Board includes directors with diverse backgrounds and areas of expertise, which raises the Board's professionalism and allows it to perform effective checks on management. To ensure fair representation of various stakeholders, directors are appointed among professionals experienced in a wide range of fields, from business, financial management, accounting, banking and finance, legal, semiconductor technology, social policy, and media, without disproportionate concentration on a particular background. The Audit Committee is composed of 4 independent directors, including 3 experts with experience in finance, accounting, or financial management. The Sustainability Committee is operated to enhance shareholder value through ESG while considering a broader perspective that accounts for the Company's social value creation activities and the viewpoints and demands of various stakeholders. The Company also offers detailed orientation courses for newly appointed independent directors to build their understanding of the Company and the broader semiconductor industry, with an aim to enhance the professionalism and competitiveness of the Board as a whole. In addition, regular workshops and seminars on ICT industry trends, semiconductor insights, ESG, and other various topics are held to continuously engage Directors to contemplate and discuss current issues and management strategies pertaining to the Company. In particular, the Company strives to strengthen the competency of the Audit Committee by providing various forms of internal and external training on auditing, including those provided by external experts.

(3) Operation of the Council of Independent Directors

The Company operates a council of independent directors consisting only of independent directors. At the council meeting, independent directors review the agenda for the Board meeting in advance and discuss items to actively express their opinions, thereby ensuring greater independence and rationality in the Board's decision making process, which leads to a greater substance in the Board's operations.

(4) Enhanced management oversight through operation of diverse committees

The Company is striving to enable the Board to perform its supervision and checks and balances over management in its capacity as the top decision making body and as part of that the Company operates expert committees. The Sustainability Committee was established in 2018 to review the strategies and results in achieving the Company's sustainable management philosophy. The Compensation Committee was charged with expanded functions in 2021 to include HR deliberations in addition to the remuneration of Directors and management. Moreover, in 2021, the Investment Strategy Committee was expanded and reorganized into the Strategy Committee for an in depth and expert review of important management plans, strategies, and investments.

A summary of our corporate governance can be found in the table below.

Internal organization	Number of independent directors	Number of total directors	Board Chair/ Head of Committee	Whether the Chair is independent director (O/X)	Key Roles
Board of Directors	6	10	Ha Yung Ku	O	<ul style="list-style-type: none"> Resolutions on matters prescribed by laws and regulations and articles of incorporation, as well as issues deemed crucial for company operations Oversight of directors' and management's execution
Audit Committee	4	4	Han Ae Ra	O	<ul style="list-style-type: none"> Inspect company's accounting and operations, appoint independent auditors, and approve large scale internal transactions upon delegation of authority by the Board
Independent Director Nomination Committee	3	3	Ha Yung Ku	O	<ul style="list-style-type: none"> Recommend independent director candidates per related laws and regulations, articles of incorporation, and Board regulations
Sustainability Committee	3	4	Kim Zeong Won	O	<ul style="list-style-type: none"> Review company's compliance system and related activities, including anti-trust, anti-corruption, SHE (Safety, Health, Environment), subcontractors, and others Review strategy for and outcomes of sustainable management and social value creation Review major ESG current issues and responses
Compensation Committee	4	5	Ha Yung Ku	O	<ul style="list-style-type: none"> Review the ceiling amount of remuneration for directors, the evaluation of and remuneration of representative director, and examine executive director candidates
Strategy Committee	3	5	Jeong Deog Kyoon	O	<ul style="list-style-type: none"> Review important strategic alliance investments Consider medium and long-term strategies and Company's To-Be Model

* As of the date of submission

[200000] 2. Shareholders

[201000] (Key Principle 1) Shareholders should receive sufficient and necessary information in a timely manner prior to exercising their rights, and should be able to exercise their rights through appropriate procedures.

[201100] (Sub-Principle 1-1) Corporate should provide sufficient information, including the date, venue, and agenda for the general meeting of shareholders, well in advance of the meeting.

The Company generally complies with Sub-Principle 1-1. Please refer to below regarding the information provision period in advance of the AGM within the past three years and whether it was held on AGM concentration date.

A. Explain the overall information provided that related to AGM (including the date, location, and agenda) which was held during the start date subject to disclosure to the date of submission.

Detailed information is as follows.

Table 1-1-1: General shareholders' meeting holding information

		76th AGM	75th AGM
Regular general meeting of shareholders		Yes	Yes
Date of resolution on convocation		2024-03-06	2023-02-23
Date of convocation notice		2024-03-06	2023-02-23
Date of AGM		2024-03-27	2023-03-29
Term between convocation notice & AGM		21 days	34 days
Venue		SUPEX Hall within SUPEX Center at the Company's Head Office in Icheon, Gyeonggi-do	SUPEX Hall within SUPEX Center at the Company's Head Office in Icheon, Gyeonggi-do
AGM Notice method		Convocation notice mailed to shareholders with 1% or higher stake, Convocation notice on company website, Electronic disclosure system of Financial Supervisory Service (FSS) and Korea Exchange (KRX)	Convocation notice mailed to shareholders with 1% or higher stake, Convocation notice on company website, Electronic disclosure system of Financial Supervisory Service (FSS) and Korea Exchange (KRX)
Notice method for foreign shareholders	Implementation	Yes	Yes
	Notice method	AGM details provided on IR English website, Disclosure in English on Korea Exchange (KRX)	AGM details provided on IR English website, Disclosure in English on Korea Exchange (KRX)
Details	Attendance of the Board members	Attended by 2 out of 9 Board directors	Attended by 3 out of 8 Board directors
	Attendance of the Audit Committee member/head	Attended by 1 of 4 Board Directors (Attended by the committee member)	Attended by 1 of 4 Board Directors (Attended by the committee head)
	Shareholder remarks	Agenda approved and seconded by a majority of shareholders	Agenda approved and seconded by a majority of shareholders

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to provide sufficient information in advance of AGM.

(1) Insufficient parts and reasons

The Company provides sufficient information through corporate disclosure, agenda explanatory materials posted on its website, and IR contact channels regarding AGM. However, in 2024, corporate disclosure was inevitably made 21 days before the AGM, as it took time to decide on agendas of AGM.

(2) Plans and supplementary explanations

The Company will try to provide related information, such as agenda of AGM, four weeks prior to future AGM so that shareholders can exercise their voting rights after reviewing the information with sufficient time.

[201200] (Sub-Principle 1-2) Corporate should allow shareholders to fully participate in the general meeting of shareholders and offer their suggestions.

The Company complies with Sub-Principle 1-2. Please refer to below for detailed information.

A. Explain overall matters related to the exercise of direct or indirect voting rights by shareholders.

(1) Current status of avoidance of AGM concentration dates, written voting, proxy solicitation etc. for the last three years

The Company consents to the purpose of holding AGM by avoiding concentration dates that allows as many shareholders as possible to attend the AGM. The Company sought to avoid the concentration dated when scheduling its AGM, reflecting time required for the Company's Audited Financial Statements with the independent auditor's opinion, time sufficiency for review and voting by shareholders, prevention of coincidence with the dates for other pre-scheduled internal and external major business activities and events, and the AGM's of other SK Group affiliates.

Nevertheless, although efforts were made to hold the 76th AGM on avoiding the concentration dates, it was inevitably held on the dates, taking into account the schedules of AGMs among SK Group's major affiliates and the personal schedules of the Directors.

For shareholders to exercise their voting rights freely and conveniently and to conduct an efficient GM, the Company adopted the electronic voting system instead of written voting through a Board resolution on January 22, 2019. The electronic voting system was first introduced at the 71st AGM held on March 22, 2019, and has been in operation for six consecutive years as of the 76th AGM (March 27, 2024).

Details on the overall status of avoidance of AGM concentration dates, written voting, proxy solicitation etc. for the last three years are as follows.

Table 1-2-1: Accessibility to exercise voting rights at regular general shareholders' meetings

Classification	76th AGM (2024)	75th AGM (2023)	74th AGM (2022)
AGM concentration dates	2024-03-22 2024-03-27 2024-03-29	2023-03-24 2023-03-30 2023-03-31	2022-03-25 2022-03-30 2022-03-31
The Company's AGM date	2024-03-27	2023-03-29	2022-03-30
Avoided concentration dates	X	O	X
Use of written voting	X	X	X
Use of electronic voting system	O	O	O
Proxy solicitation	O	O	O

(2) Explain the voting results for each agenda of AGM which was held during the start date subject to disclosure to the date of submission.

Detailed information is as follows.

Table 1-2-2: Details of resolutions at the AGM

Agenda		Type of resolution	Agenda details	Result	Shares with voting rights	Shares voted	Shares voted for	Rate voted for (%)	Shares voted against including abstain	Rate voted against including abstain (%)
76th AGM	1	Ordinary	Approval of the Financial Statements for the 76th fiscal year (2023.1.1~2023.12.31)	Approved	688,138,649	569,552,995	564,287,289	99.1	5,265,706	0.9
	2	Special	Approval of amendments to the Articles of Incorporation	Approved	688,138,649	569,552,995	567,332,122	99.6	2,220,873	0.4
	3	Ordinary	Election of Executive Director (Candidate: Ahn, Hyun)	Approved	688,138,649	569,552,995	559,449,791	98.2	10,103,204	1.8
	4	Ordinary	Election of Independent Director (Candidate: Sohn, Hyun Chul)	Approved	688,138,649	569,552,995	507,957,900	89.2	61,595,095	10.8
	5	Ordinary	Election of Non-Executive Director (Candidate: Jang, Yong Ho)	Approved	688,138,649	569,552,995	537,758,406	94.4	31,794,589	5.6
	6	Ordinary	Election of Independent Director for the Audit Committee Member (Candidate: Yang, Dong Hoon)	Approved	525,004,901	406,419,248	318,248,397	78.3	88,170,851	21.7

	7	Ordinary	Approval of the Ceiling Amount of Remuneration for Directors	Approved	688,138,649	569,552,995	479,208,863	84.1	90,344,132	15.9
	8	Ordinary	Approval of the Amendment to the Company Regulation on Executive Officer Severance Payment	Approved	688,138,649	569,552,995	567,347,826	99.6	2,205,169	0.4

Agenda		Type of resolution	Agenda details	Result	Shares with voting rights	Shares voted	Shares voted for	Rate voted for (%)	Shares voted against including abstain	Rate voted against including abstain (%)
75th AGM	1	Ordinary	Approval of the Financial Statements for the 75th fiscal year (2022.1.1~2022.12.31)	Approved	687,651,040	546,507,042	497,983,844	91.1	48,523,198	8.9
	2-1	Ordinary	Election of Independent Director (Candidate: Han, Ae Ra)	Approved	687,651,040	546,507,042	539,954,142	98.8	6,552,900	1.2
	2-2	Ordinary	Election of Independent Director (Candidate: Kim, Zeong Won)	Approved	687,651,040	546,507,042	490,348,031	89.7	56,159,011	10.3
	3-1	Ordinary	Election of Independent Director (Candidate: Jeong, Deog Kyoong)	Approved	687,651,040	546,507,042	492,786,852	90.2	53,720,190	9.8
	3-2	Ordinary	Election of Audit Committee member (Candidate: Han, Ae Ra)	Approved	530,408,826	389,264,828	382,704,736	98.3	6,560,092	1.7
	3-3	Ordinary	Election of Audit Committee member (Candidate: Kim, Zeong Won)	Approved	530,408,826	389,264,828	334,907,613	86.0	54,357,215	14.0
	4	Ordinary	Election of Non-Executive Director (Candidate: Park, Sung Ha)	Approved	687,651,040	546,507,042	539,132,889	98.7	7,374,153	1.3
	5	Ordinary	Approval of the Ceiling Amount of Remuneration for Directors	Approved	687,651,040	546,507,042	458,787,113	83.9	87,719,929	16.1

B. Describe the efforts and details of communication with shareholders if there are agenda with high opposition rate or a rejection.

No agenda was rejected at the AGM. The company discloses the purpose of the AGM and posts Korean and English agenda explanatory materials posted on its website to help shareholders quickly and sufficiently check information and exercise their voting rights.

C. Based on the above information, explain the reason and plans if there are any deficiencies for the company to take sufficient measures to ensure that shareholders participate as much as possible in decision-making, such as AGM.

(1) Insufficient parts and reasons

The Company is trying to utilize several methods to ensure that as many shareholders as possible can attend on AGM, such as avoidance of the AGM concentration dates, electronic voting, and online streaming. However, due to the company's internal schedule, it was inevitably held on the AGM concentration date in 2022 and 2024 among the past three years.

(2) Plans and supplementary explanations

The company will try to participate in the GM date separation program hosted by the Korea Listed Companies Association for as many shareholders as possible to attend future AGM.

[201300] (Sub-Principle 1-3) Corporate should enable shareholders to easily propose an agenda to the general meeting of shareholders, and allow questions and explanations to be freely asked and called upon on the agenda suggested by shareholders at the general meeting.

The Company complies with Sub-Principle 1-3. Please refer to below for detailed information.

A. Explain overall matters related to shareholder proposals.

- (1) Whether the procedures related to shareholder proposals are guided in detail through the Company website, etc.

Implementation **Y(O)**

The Company, through its Corporate Governance Charter disclosed on its website, informs shareholders of their right to propose agenda items for general meetings. The Company allows shareholders to submit proposals, when necessary, in written or electronic form by operating online inquiry channels, providing the IR department contact information and the Company's postal address on the Company website. Thus, it makes it easier for shareholders to exercise their right to shareholder proposals. Meanwhile, at the AGM, shareholders can freely inquire about and demand explanations on agenda items put forth or proposed by other shareholders, and the Company seeks to answer each and every question that may arise to its best effort.

- (2) Whether regulations related to procedures and standards for handling the agenda proposed by shareholders have been prepared and implemented

Implementation **Y(O)**

In accordance with Article 363-2 of the Commercial Act, the Company's shareholders may exercise their right to propose agenda by post or electronically until six weeks prior to the AGM date of the previous fiscal year. Unless the contents of a shareholder proposal violate laws and regulations, the Articles of Incorporation, or constitute a cause for rejection of a shareholder proposal in accordance with Article 12 of the Presidential Decree of the Commercial Act, the Board must expressly state the said proposal in the notice of AGM as an agenda item for the meeting.

The Company established a procedure to deal with shareholder proposals in which the department in charge collects the proposal, with sufficient shareholder identification and legal review of the proposed agenda. However, since there are regulations related to shareholder proposals in the Commercial Act, procedures such as the presentation of the proposal to the Board can be carried out in accordance with laws and regulations. Therefore there are no separate regulations made by the Company on shareholder proposals.

- (3) Overall information related to shareholder proposal during the start date subject to disclosure to the date of submission

Shareholder proposal **N(X)**

The Company has not received any shareholder proposals from the start date subject to disclosure to the date of submission. Accordingly, status and details pertaining to the dealings of shareholder proposals are omitted.

Table 1-3-1: Shareholder proposal

	Proposal date	Proposing subject	Division	Main Contents	Processing and Implementation Status	Result	Approval rate (%)	Opposition rate (%)
	-	-	-	-	-	-	-	-

- (4) Overall information related to public letter during the start date subject to disclosure to the date of submission

Public letter **N(X)**

The Company has not received any public letters from the start date subject to disclosure to the date of submission. Accordingly, status and details pertaining to the dealings of public letters are omitted.

Table 1-3-2: Public letters

	Shipping date	Subject	Main Contents	Reply Date	Acceptance	Main contents of the reply
	-	-	-	-	-	-

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the company facilitating the exercise of shareholder proposal of its policy.

- (1) Insufficient parts and reasons

The Company established Corporate Governance Charter and disclosed the IR department contact on its website to protect shareholder rights including the right that shareholders can freely present their proposals and to make them possible to submit related inquiry.

- (2) Plans and supplementary explanations

The Company will try to review and improve measures to protect shareholder rights in the future.

[201400] (Sub-Principle 1-4) Corporate should inform shareholders of its mid to long-term shareholder return policy including its dividend policy and future plan.

The Company complies with Sub-Principle 1-4. Please refer to below for detailed information.

A. Explain overall matters related to shareholder return policy, including dividend.

(1) Whether policy related to shareholder return policy, including dividend, is established

Implementation **Y(O)**

The Company deliberated on a new shareholder return policy for FY2022 FY2024 that improves predictability of the dividend amount while also reflecting the earnings fluctuations of industry cycles in memory semiconductor s that comprise a majority of the Company's revenue.

The main contents of the 2022-2024 shareholder return policy are as follows:

- 1) 50% of Free Cash Flow (FCF) generated during the 3 years will be used as source for shareholder return
- 2) Raise Fixed Dividend amount by 20%; Annual Cash Dividend calculation method is maintained, with Fixed Cash Dividend+5% of Annual Free Cash Flow paid as Additional dividend. Fixed Cash Dividend is raised from KRW 1,000 to KRW 1,200. When Annual Free Cash Flow is minus, Fixed Dividend will be paid only.
- 3) Fixed Dividend will be paid in equal parts quarterly, while Additional Dividend will be paid with the 4th quarter dividend when annual earnings are fixed.

* Free Cash Flow = Cash Flow from Operating Activities - Acquisition of PP&E (based on consolidated Cash Flow Statement for the Fiscal Year)

(2) Explain the measure to announce shareholder return policy to shareholders and whether the policy is provided in English.

Whether the announcement is made every once a year **Y(O)**

Availability of English materials **Y(O)**

The Company informs shareholders of its shareholder return policy and results through various methods, including fair disclosures, the Company website, and domestic and overseas IR briefing sessions. In order to secure predictability of the dividend amount while also reflecting earning fluctuations, the Company has established the 2022-2024 shareholder return policy, which was disclosed on January 28, 2022, upon Board resolution and has also been disclosed on the Company website. The shareholder return policy was explained to investors and related materials were provided at the 2021 Q4 earnings release call held on January 28, 2022. Also, additional explanation regarding to the current policy and outcomes was made on 2022 and 2023 Q3 earnings release call.

(3) Whether predictability related to dividend is offered through making decision on dividend before dividend record date if there was cash dividend during the start date subject to disclosure to the date of submission

Revision on Articles of Incorporation **Y(O)**

Implementaion **N(X)**

At the AGM held on March 2024, the Company amended its Articles of Incorporation to allow investors to first confirm the dividend amount determined by the Company, before it is paid out to shareholders who hold the shares on the record date set by the Board.

The amended articles went into effect from March 28th, 2024, and for annual dividend, will be applied starting from annual dividend for FY2024. However, for quarterly dividend which the company is currently paying, the law regarding record date are being revised, and the amended procedures can be implemented after the revision is completed.

Table 1-4-1: Dividend record date and dividend amount decision date

	Closing Month	Annual dividend (O/X)	Dividend record date	Dividend amount decision date	Predictability related to cash dividends (O/X)
1	December	O	2022-12-31	2023-01-31	X
2	March	X	2023-03-31	2023-04-19	X
3	June	X	2023-06-30	2023-07-26	X
4	September	X	2023-09-30	2023-10-25	X
5	December	O	2023-12-31	2024-01-24	X
6	March	X	2024-03-31	2024-04-24	X

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to establish a shareholder return policy and provide sufficient information.

(1) Insufficient parts and reasons

Starting in 2019, the Company is announcing a mid-term shareholder return policy to provide shareholders the predictability of dividend amounts. In addition, the Articles of Incorporation were amended at the 76th AGM held on March 27, 2024, and related procedures were improved so that the Board first decides whether and how much dividends will be paid and then sets the dividend record date. However, in the case of annual dividends, since the dividend record date has not yet arrived after the amendments of the Articles of Incorporation, there has been no case in which dividends were paid before the dividend record date by applying the amended Articles of Incorporation. In the case of quarterly dividends, the revision of the relevant laws is still in progress, the procedure of first determining dividend amount and then confirming the shareholders who will receive dividends can be implemented after the revision is completed.

(2) Plans and supplementary explanations

The company will try to enhance predictability related to shareholder return in the future.

[201500] (Sub-Principle 1-5) Shareholders' rights to be granted with proper level of dividend (shareholder return) in accordance with the related policy should be respected.

The Company complies with Sub-Principle 1-5. Please refer to below for detailed information.

- A. Explain overall matters related to shareholder return policy that the company executed in recent.

(1) Matters related to dividend

The Company announced the FY2022-FY2024 shareholder return policy upon the Board resolution on January 27, 2022, and accordingly the Company have started to pay quarterly dividends since the first quarter of FY2022. Meanwhile, as the Company has issued no different class of shares other than common stock, related information is omitted from the table below.

Table 1-5-1-1: Shareholder return status for the last three fiscal years

Classification	General Information		Stock dividend	Cash dividend (Unit: KRW)			
	Fiscal year	Closing month		Profit available for dividend	Total dividends	Dividend per share	Dividend yield (%)
Common stock	2023	December	-	41,159,159,951,182	825,721,303,800	1,200	0.9
Common stock	2022	December	-	45,941,427,753,727	825,180,276,000	1,200	1.5
Common stock	2021	December	-	44,743,316,273,369	1,058,935,836,420	1,540	1.2

Table 1-5-1-2: Cash dividend propensity for the last three fiscal years

	2023	2022	2021
Consolidated (%)	- 9	37	11
Non-consolidated (%)	- 17	30	11

- (2) Explain if there are matters related to shareholder return implemented by the company other than dividends.

No additional shareholder return was made by the Company other than cash dividend.

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to respect shareholders' rights to receive an appropriate level of shareholder return

(1) Insufficient parts and reasons

The Company has continued to pay dividends to enhance shareholder value, and respects the right of shareholders to receive an appropriate level of shareholder return, such as by paying quarterly dividends from the first quarter of 2022.

(2) Plans and supplementary explanations

The company will continue to do our best to protect the rights and interests of shareholders by operating an appropriate shareholder return policy along with continuous earnings growth.

[202000] (Key Principle 2) Shareholders should hold fair voting rights according to the type and number of shares owned, and companies should equip an adequate system to provide fair information to shareholders.

[202100] (Sub-Principle 2-1) Corporate should create an environment where infringement on the voting rights of shareholders does not take place, and provide sufficient corporate information to the shareholders at the right time, in a fair manner.

The Company complies with Sub-Principle 1-5. Please refer to below for detailed information.

A. Explain overall matters related to issued shares on the date of submission.

(1) Status of issued shares

The total number of shares issued as per our Articles of Incorporation is nine billion shares, and the total number of shares issued is 5,721,980,209.

The Company issued Global Depositary Receipts (GDR) of 104,165,000 shares in June 2001, 65,518,609 shares in October 2005, and 10,811,318 shares in June 2006. One GDR can be converted to one common share.

The Company retired 3,528,045 shares on March 31, 2000, and reduced the number of outstanding shares by 4,990,449,799 shares in a 21:1 reverse stock split on March 31, 2003. At present, the Company has 728,002,365 common shares issued, with 688,617,645 shares outstanding and 39,384,720* shares in treasury.

* Including 20,126,911 treasury shares subject to exchange for the exchangeable bond issued by the Company on April 11, 2023.

Table 2-1-1-1: Number of authorized shares

Common stock	Other stock	Number of authorized shares
9,000,000,000	0	9,000,000,000

Table 2-1-1-2: Details of issued shares

	Number of issued shares	Share issue ratio (%)	Remarks
Common stock	728,002,365 ¹⁾	8.09 ²⁾	1) Total number of issued shares - total number of shares decreased (reduction of capital, profit redemption) as of the date of report submission 2) Number of issued shares/Number of outstanding shares * 100 (rounded to 3 decimal places)

(2) Status of contents and reasons for granting voting rights by class of stock, and details of AGM of class of stock

The Company has not issued no different class of shares other than common stock, related information is omitted.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to guarantee fair voting rights according to the type and number of shares owned by shareholders.

(1) Insufficient parts and reasons

In accordance with the Company's Articles of Incorporation, shareholders are given equal voting rights, with one vote per share of common stock.

(2) Plans and supplementary explanations

The company will try to guarantee fair voting rights in the future.

C. Explain overall communication with shareholders during the start date subject to disclosure to the date of submission.

(1) Investor Relations (IR) Events, Conference calls, communications with institutional investors, etc.

The Company holds quarterly earnings release calls and participates in NDR (Non Deal Roadshow), sell side conferences and other meetings for domestic and foreign institutional investors to answer their inquiries and demands of the Company. The Company also regularly conducts IR meetings at company locations and conference calls with investors.

The Company's IR event schedule can be found on its website (www.skhynix.com) and the disclosure information on the Financial Supervisory Service's Repository of Korea's Corporate Filings or DART (<https://dart.fss.or.kr> and KRX's Corporate Disclosure system or KIND (<https://kind.krx.co.kr>).

In consideration of foreign shareholder holdings of around 50% of the Company's issued shares, the Company operates an IR website in English and provides disclosures in English.

(2) Details of any other communication with minority shareholders

Separate event ☒ (X)

The Company did not hold a separate event to communicate with minority shareholders from the start of the disclosure period to the submission of the report. However, after holding AGM in 2023 and 2024, CEO announced the Company's major management issues and future strategies to shareholders attending on-site and online, had time to answer shareholders' questions with key executives.

(3) Details of any other communication with overseas investors

Major IR activities over the period commencing from the start date subject to disclosure to the date of submission are as follows:

Date	Participants	Occasion	Contents	Executives (unregistered) Attendance
2023-02-01	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q4'22 Earnings Results	O
2023-02-01 ~ 02-03	Domestic Institutional Investors	Virtual NDR	Q4'22 Non-Deal Roadshow	O
2023-02-06 ~ 02-17	Foreign Institutional Investors	Virtual NDR	Q4'22 Non-Deal Roadshow	O
2023-02-16	Domestic/Foreign Institutional Investors	Broker Investor Conference	Goldman Sachs, Korea Corporate Day 2023	X
2023-02-23	Domestic/Foreign Institutional Investors	Broker Investor Conference	JP Morgan, Korea Conference 2023	X
2023-03-09	Domestic/Foreign Institutional Investors	Broker Investor Conference	Citi, Korea Conference 2023	X
2023-03-14	Domestic/Foreign Institutional Investors	Broker Investor Conference	BofA, 2023 APAC TMT Conference	O
2023-03-29	Foreign Institutional Investors	Broker Investor Conference	CIMB, 2nd Tech & EV Conference	X
2023-04-26	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q1'23 Earnings Results	O
2023-04-27 ~ 05-03	Domestic Institutional Investors	Virtual NDR	Q1'23 Non-Deal Roadshow	O
2023-05-08 ~ 05-12	Foreign Institutional Investors	Virtual NDR	Q1'23 Non-Deal Roadshow	O
2023-05-17	Domestic/Foreign Institutional Investors	Broker Investor Conference	BofA, 2023 Korea & Global EV/EV Battery Conference	X
2023-05-22 ~ 05-26	Domestic/Foreign Institutional Investors	Broker Investor Conference	Citi, SK Group Day	O
2023-05-25	Domestic/Foreign Institutional Investors	Broker Investor Conference	Samsung, Global Investors Conference	X
2023-07-26	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q2'23 Earnings Results	O
2023-07-26 ~ 07-31	Domestic Institutional Investors	Virtual NDR	Q2'23 Non-Deal Roadshow	O
2023-08-01 ~ 08-11	Foreign Institutional Investors	Virtual NDR	Q2'23 Non-Deal Roadshow	O
2023-08-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	KIS, Global Investors Conference	O
2023-08-31	Domestic/Foreign Institutional Investors	Broker Investor Conference	Nomura, Tech Tour Conference	O
2023-09-05	Domestic/Foreign Institutional Investors	Broker Investor Conference	JP Morgan, Korea Conference 2023	O
2023-09-18	Domestic/Foreign Institutional Investors	Broker Investor Conference	Kiwoom, Corporate Day	X
2023-09-20	Domestic/Foreign Institutional Investors	Broker Investor Conference	HI-IB, Corporate Day	X
2023-09-21	Domestic/Foreign Institutional Investors	Broker Investor Conference	UBS Korea Summit 2023	X

2023-10-26	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q3'23 Earnings Results	O
2023-10-30 ~ 11-01	Domestic Institutional Investors	Virtual NDR	Q3'23 Non-Deal Roadshow	O
2023-11-01 ~ 11-08	Foreign Institutional Investors	Virtual NDR	Q3'23 Non-Deal Roadshow	O
2023-11-06 ~ 11-08	Foreign Institutional Investors	Broker Investor Conference	HSBC, 12th Annual Asia Investor Forum, SK Group Day	X
2023-11-09	Domestic/Foreign Institutional Investors	Broker Investor Conference	Macquarie, Global AI Conference	O
2023-11-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	NH, Corporate Day	X
2023-11-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	Kiwoom, Corporate Day	X
2023-11-24	Domestic/Foreign Institutional Investors	Broker Investor Conference	Citi, Asia Tech Tour	X
2023-11-29	Domestic/Foreign Institutional Investors	Broker Investor Conference	Yuanta, 2023 Korea Corporate Day	X
2023-12-04	Domestic/Foreign Institutional Investors	Broker Investor Conference	Shinhan, Tech Corporate Day	X
2023-12-05	Domestic/Foreign Institutional Investors	Broker Investor Conference	HI-IB, Corporate Day	X
2023-12-14	Domestic/Foreign Institutional Investors	Broker Investor Conference	Goldman Sachs, Asia technology trip	X
2024-01-25	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q4'23 Earnings Results	O
2024-01-26 ~ 01-31	Domestic Institutional Investors	Virtual NDR	Q4'23 Non-Deal Roadshow	O
2024-02-01 ~ 02-08	Foreign Institutional Investors	Virtual NDR	Q4'23 Non-Deal Roadshow	O
2024-02-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	Nomura, Tech Tour	X
2024-02-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	JP Morgan, Korea Conference 2024	O
2024-03-07	Domestic/Foreign Institutional Investors	Broker Investor Conference	Citi, 2024 Korea Investors Conference	O
2024-03-13	Domestic/Foreign Institutional Investors	Broker Investor Conference	UBS, 1Q24 APAC Tech Tour	X
2024-03-13	Domestic/Foreign Institutional Investors	Broker Investor Conference	Daiwa, Korea Global Memory/Semiconductor Tour	O
2024-03-25	Domestic/Foreign Institutional Investors	Broker Investor Conference	DAOL, Corporate Day	X
2024-04-08~04-10	Domestic/Foreign Institutional Investors	Broker Investor Conference	HSBC, Global Investment Summit	O
2024-04-25	Domestic/Foreign Institutional Investors	Earnings Release Conference Call	Q1'24 Earnings Results	O
2024-04-26 ~ 04-30	Domestic Institutional Investors	Virtual NDR	Q1'24 Non-Deal Roadshow	O
2024-05-02 ~ 05-10	Foreign Institutional Investors	Virtual NDR	Q1'24 Non-Deal Roadshow	O
2024-05-09	Domestic/Foreign Institutional Investors	Broker Investor Conference	Samsung, Global Investors Conference	X
2024-05-17	Domestic/Foreign Institutional Investors	Broker Investor Conference	Macquarie, North Asia Technology Tour	O
2024-05-21	Domestic/Foreign Institutional Investors	Broker Investor Conference	BofA, 2024 Korea Conference	O
2024-05-22	Domestic/Foreign Institutional Investors	Broker Investor Conference	Yuanta, Corporate Day	X
2024-05-23	Domestic/Foreign Institutional Investors	Broker Investor Conference	NH, The C FORUM 2024	O
2024-05-27	Domestic/Foreign Institutional Investors	Broker Investor Conference	Hana, Tech Corporate Day	X
2024-05-27	Domestic/Foreign Institutional Investors	Broker Investor Conference	Shinhan, IT Corporate Day	X
2024-05-27 ~ 05-28	Domestic/Foreign Institutional Investors	Broker Investor Conference	UBS, Asian Investment Conference	X
2024-05-29 ~ 05-31	Domestic/Foreign Institutional Investors	Broker Investor Conference	Citi, 2024 Macro & Pan Asia Regional Conference	X

- (4) Whether the contact is provided in detail by disclosing the phone number and email address of the IR department through the company website
Implementaion **Y(O)**

The Company's IR department operates a directinvestor hotline to respond to individual investors' inquiries. Both the phone number and email address of the IR department are disclosed on the Company website, and a separate IR menu has been installed to provide investors with information and through which online inquiries can be submitted at any time.

- (5) Whether the operation of an English website for foreign shareholders, designation of staff in charge, and disclosure of contact information for consultation in foreign languages, as well as details of corporate disclosure given in English

English website **Y(O)**

Designation of staff in charge of foreigners **Y(O)**

Disclosure in English rate: **73.5%**

The Company discloses corporate information on its website (www.skhynix.com) and disclosure systems such as the Financial Supervisory Service's Repository of Korea's Corporate Filings or DART (<https://dart.fss.or.kr>) and KRX's Corporate Disclosure system or KIND (<https://kind.krx.or.kr>) while making major business disclosures in English as well.

The rate of English disclosures indicates the proportion of all Ad Hoc Disclosures (including correction disclosures) submitted through KIND and DART during the disclosure period presented by KRX that were also disclosed in English. Ad Hoc Disclosure includes major disclosures in accordance with laws and regulations, and excludes other Fair Disclosures, Reports, and Voluntary Disclosures. (25 out of 34 in total, rounded to the second decimal places)

The Company has submitted the following English disclosures over the period commencing from the start date subject to disclosure to the date of submission:

Disclosure date	Title of disclosure
'23.01.12	Organization of Investor Relations Event
'23.02.01	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'23.02.01	Decision on Cash Dividend and Dividend in Kind
'23.02.01	30% or More Changes in Sales or Profits/Losses (15% or More in the case of Large-scale Corporations)
'23.02.23	Decision on Calling Shareholders' Meeting
'23.02.23	[Correction of statement] Changes of 30% or More in Sales or Profits/Losses (15% or More in the Case of Large-sized Corporations)
'23.02.23	[Correction of statement] Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'23.02.28	[Correction of statement] Decision on Calling Shareholders' Meeting
'23.03.13	Submission of Audit Report
'23.03.15	Decision on Closure of Shareholder's Registry(Including Record Date) for Dividends
'23.03.29	Outcome of Annual Shareholders' Meeting
'23.04.03	Decision on Issuance of Exchangeable Bonds
'23.04.03	Decision on Disposal of Treasury Stock
'23.04.04	[Correction of statement] Decision on Issuance of Exchangeable Bonds
'23.04.04	[Correction of statement] Decision on Disposal of Treasury Stock
'23.04.10	Organization of Investor Relations Event
'23.04.20	Decision on Cash Dividends and Dividends in Kind
'23.04.26	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'23.06.30	Details of Corporate Governance Report
'23.07.05	Organization of Investor Relations Event
'23.07.21	Details of Sustainability Report, etc. (Voluntary Disclosure)
'23.07.26	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'23.07.27	Decision on Cash Dividends and Dividends in Kind
'23.08.04	[Correction of statement] Details of Sustainability Report, etc. (Voluntary Disclosure)
'23.10.06	Organization of Investor Relations Event
'23.10.26	Decision on Cash Dividend and Dividend in Kind
'23.10.26	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'24.01.09	Organization of Investor Relations Event
'24.01.25	Decision on Cash Dividend and Dividend in Kind
'24.01.25	30% or More Changes in Sales or Profits/Losses (15% or More in the case of Large-scale Corporations)
'24.01.25	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)
'24.01.25	Decision on Disposal of Treasury Stock
'24.03.07	Decision on Calling Shareholders' Meeting
'24.03.08	Submission of Audit Report
'23.03.15	Decision on Closure of Shareholder's Registry(Including Record Date) for Dividends
'24.03.27	Outcome of Annual Shareholders' Meeting
'24.04.09	Organization of Investor Relations Event
'24.04.24	Decision on Cash Dividend and Dividend in Kind
'24.04.24	Decision on Disposal of Treasury Stock
'24.04.24	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)

- (6) Details of sanctions related to disclosure, such as Designation as Unfaithful Disclosure Corporation over the period commencing from the start date subject to disclosure to the date of submission

Designation as Unfaithful Disclosure Corporation **N(X)**

The Company has not been subject to any sanctions related to disclosure, such as designation as unfaithful disclosure corporation.

Table 2-1-3: Details of designation as unfaithful disclosure corporation

	Unfaithful disclosure type	Designated date	Reason for designation	Penalty points	Fine (Unit: KRW)	Improvement efforts after designation, etc.
	-	-	-	-	-	-

- D. Based on the above information, explain the reason and plans if there are any deficiencies for the company to provide sufficient corporate information to the shareholders at the right time, in a fair manner.

- (1) Insufficient parts and reasons

The Company provides a sufficient level of corporate information to shareholders in a fair and timely manner, namely by making fair disclosure of its financial results before a quarterly earnings call on the same day so that all shareholders can access the information at the same time. In addition to the traditional telephone call in method of listening to earnings calls, a real time webcasting service via the Company website has been provided since 2019 to further enhance the accessibility and convenience of shareholders and to ensure fair disclosure of information provided during the quarterly earnings call.

- (2) Plans and supplementary explanations

The company will try to provide sufficient corporate information to the shareholders at the right time, in a fair manner.

[202200] (Sub-Principle 2-2) Corporate should equip and operate protective measures that can protect the shareholders from unfair internal transactions and self-dealing of other shareholders such as the controlling shareholder.

The Company complies with Sub-Principle 2-2. Please refer to below for detailed information.

- A. Explain the company's internal control system (policy) regards to internal trading with an affiliate, and Self-dealings by management, controlling shareholder, etc. in detail.

- (1) Overall internal trading and self-dealings control policy

Implementation **Y(O)**

The Company has internal regulations to prevent unfair self-dealing aimed at personal gains of the Company management or controlling shareholders and against internal transactions meant to benefit affiliated companies and persons with special interests. Article 11 (1) 11 of the Board Regulations states that the approval of transactions between Directors and the Company shall be subject to deliberation by the Board. Article 11 (2) 10 of the Board Regulations states that transactions that constitute large scale internal transactions under the Monopoly Regulation and Fair Trade Act shall be deliberated by the Board, and in accordance with the same Act, the deliberation and resolution are delegated to the Audit Committee comprised of four Independent Directors.

Furthermore, in case the Company's Director concurrently serves as a Representative Director of another company, transactions with that company or with SK square Co., Ltd, a major shareholder under the Commercial Act, as well as with its subsidiary or second-tier company constitute self dealing by the Director and therefore requires advance approval from the Board. In this case, the Director who is the subject of self dealing is prohibited from exercising his/her voting right on the relevant agenda.

Meanwhile, regulations related to transactions with affiliates have been established as Company Regulations, and various procedures have been prepared to ensure that internal transactions with affiliates are reviewed by the compliance department in advance. In addition, for transactions that are deemed important, preliminary reporting is proceeded to the Board.

- (2) Explain in detail if there is a comprehensive Board of Directors resolution in relation to internal trading with an affiliate, and self-dealings by management, controlling shareholder, etc.

The following self-dealing transactions by directors have been approved by the Board over the period commencing from the start date subject to disclosure to the date of submission:

Target company	Director	Date of resolution	Details of transaction
SKHYCL	Kwak Noh Jung	'23.01.31	Purchase/sale of idle equipment for efficiency
SK hynix NAND Product Solutions Corp.	Kwak Noh Jung	'23.01.31	Cash division, loan
SK Square Co., Ltd.	Park Jung Ho	'23.12.18	Settlement of labor costs paid in advance between the two companies due to concurrent or dispatch work
	Park Seong Ha		
SKHYCL	Kwak Noh Jung	'24.01.24	Purchase/sale of idle equipment for efficiency

The Company requires obtaining a resolution from the Board (or Audit Committee) in advance and in accordance with the relevant laws and regulations regarding trading with a person with special interests under the Monopoly Regulation and Fair Trade Act and an affiliate company that is a director or major shareholder under the Commercial Act. Among such trading, if the relevant laws and regulations stipulate that a resolution can be received collectively, the resolution is received collectively in accordance with the requirements and procedures. The reasons and details are as follows.

In accordance with Article 26-(1)-4 of the Monopoly Regulation and Fair Trade Act and the Regulations on the Resolutions by Board of Directors on Large Scale Internal Trading and Disclosure, when a member company of a business group that is designated as a business group subject to disclosure intends to conduct a transaction of goods and services with another member company where the same person alone or along with his/her kin has contributed 20% or more in capital of the subsidiary thereof, the transaction is subject to disclosure after a resolution by the Board in advance when the sum of the quarterly transaction amount equals to or exceeds KRW 5.0 billion or 5% of shareholders' equity or share capital(over KRW 5.0 billion for FY2023), whichever is larger. However, Article 9-2-(1) of the Regulations on the Resolutions by Board of Directors on Large Scale Internal Trading and Disclosure provides a special case for such transactions of goods and services: A resolution of the Board may be made collectively by setting a transaction period of up to one year for the transaction amount.

On the other hand, Article 26-(5) of the Monopoly Regulation and Fair Trade Act stipulates that with regard to large scale internal trading of a listed company, the resolution thereof shall be delegated to a committee under the Board with three or more independent directors and their number equals to or exceeds two thirds (2/3) of total committee membership. Accordingly, the Company has provided through the Board Regulations that a resolution on a large scale internal transaction under the Monopoly Regulation and Fair Trade Act shall be delegated to the Audit Committee.

Accordingly, the details of transactions with affiliates that have been approved by the Audit Committee collectively for a one year transaction period as a transaction of goods and services among large scale internal trading during the period subject to disclosure are as follows.

Resolution date	Transaction details	Reason
'23.03.20 (Audit Committee)	· Q2'23 Transaction of goods and services - Transaction of goods and services with SK Inc. of KRW 62.5 billion	In accordance with the Monopoly Regulation and Fair Trade Act, a transaction with an affiliate when the sum of the quarterly transaction amount equals to or exceeds KRW 5.0 billion (collective resolution possible for a one year transaction period)
'23.06.26 (Audit Committee)	· Q3'23 Transaction of goods and services - Transaction of goods and services with SK Inc. of KRW 66.9 billion	
'23.07.24 (Audit Committee)	· Q3'23 Transaction of goods and services - Transaction of goods and services with Narae Energy Service Co., Ltd. of KRW 7.6 billion	
'23.09.25 (Audit Committee)	· Q4'23 Transaction of goods and services - Transaction of goods and services with SK Inc. of KRW 59.5 billion	
'23.12.13 (Audit Committee)	· Q1'24 Transaction of goods and services - Transaction of goods and services with SK Inc. of KRW 96.3 billion · 2024 Collective transaction of goods and services - Transaction of goods and services with SK specialty of KRW 121.6 billion - Transaction of goods and services with SK materials airplus of KRW 209.6 billion - Transaction of goods and services with SK trichem of KRW 112.3 billion - Transaction of goods and services with SK siltron of KRW 275.2 billion - Transaction of goods and services with Chungcheong Energy Service of KRW 60.4 billion	

(3) Transaction details with stakeholders such as controlling shareholders, etc.

The company made the following transactions with interested persons over the period commencing from the start date subject to disclosure to the date of submission.

(1) Transactions with stakeholders such as controlling shareholders, etc.

(Unit: USD million)

Name (Corporation)	Relation	Type of transaction	Date of transaction	Purpose	Total Balance	Ending Balance	Rate of interest	Remarks
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	Long-term loan	'20.04.16~'24.10.15	Operating	600	600	3M Sofr +0.75%	BOD approval
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	Long-term loan	'20.08.18~'25.02.17	Operating	600	600	3M Sofr +0.75%	BOD approval
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	Long-term loan	'20.10.20~'25.04.19	Operating	550	550	3M Sofr +0.75%	BOD approval
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	Long-term loan	'21.04.20~'25.10.19	Operating	200	200	3M Sofr +0.75%	BOD approval
SK hynix Semiconductor (Dalian) Ltd.	Overseas subsidiary	Long-term loan	'22.01.19~'25.07.12	Operating	1,000	1,000	3M Sofr +1.30%	BOD approval
SK hynix Semiconductor (Dalian) Ltd.	Overseas subsidiary	Long-term loan	'22.02.09~'25.07.12	Operating	1,000	1,000	3M Sofr +1.30%	BOD approval
SK hynix Semiconductor (Dalian) Ltd.	Overseas subsidiary	Long-term loan	'22.02.15~'25.07.12	Operating	1,000	1,000	3M Sofr +1.30%	BOD approval
SK hynix Semiconductor (Dalian) Ltd.	Overseas subsidiary	Long-term loan	'22.02.23~'25.07.12	Operating	1,000	1,000	3M Sofr +1.30%	BOD approval
SK hynix Semiconductor (Dalian) Ltd.	Overseas subsidiary	Long-term loan	'22.03.03~'25.07.12	Operating	229	229	3M Sofr +1.30%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'22.08.11~'25.08.11	Operating	300	300	3M Sofr +0.45%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Short-term loan	'23.02.15~'24.02.15	Operating	300	300	3M Sofr +1.10%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Short-term loan	'23.03.15~'24.02.15	Operating	200	200	3M Sofr +1.10%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.05.31~'25.05.31	Operating	400	400	3M Sofr +0.45%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.07.10~'25.05.31	Operating	400	400	3M Sofr +0.45%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.09.14~'25.09.14	Operating	350	350	3M Sofr +0.45%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.10.17~'25.09.14	Operating	250	250	3M Sofr +0.45%	BOD approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.11.14~'25.09.14	Operating	200	200	3M Sofr +0.45%	BOD Approval
SK hynix NAND Product Solutions Corp.	Overseas subsidiary	Long-term loan	'23.12.19~'25.09.14	Operating	200	200	3M Sofr +0.45%	BOD approval

※ No collateral was provided by the subsidiaries for the Company's loan

※ In accordance with Article 542-9 of the Commercial Act, if the amount of loan per case exceeds 1/100 of the sales of the previous business year or meets the internal regulations of the BOD, the resolution is made through the approval of the BOD or the Audit Committee.

(2) Acquisition and disposal of assets

(Unit: KRW million)

Name (Corporation)	Relation	Date of transaction	Based on	Amount	Type of transaction	Purpose	Profit/Loss
HITECH Semiconductor (Wuxi) Co., Ltd.	Overseas subsidiary	'23.01	Date of sale	629	Sale	To raise production efficiency	- 146
HITECH Semiconductor (Wuxi) Co., Ltd.	Overseas subsidiary	'23.02	Date of sale	1,610	Sale	To raise production efficiency	433
HITECH Semiconductor (Wuxi) Co., Ltd.	Overseas subsidiary	'23.04	Date of sale	128	Sale	To raise production efficiency	128
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.04	Date of sale	2,889	Sale	To raise production efficiency	- 160
HITECH Semiconductor (Wuxi) Co., Ltd.	Overseas subsidiary	'23.05	Date of sale	297	Sale	To raise production efficiency	202
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.05	Date of sale	882	Sale	To raise production efficiency	79
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.08	Date of sale	1,772	Sale	To raise production efficiency	1,772
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.09	Date of sale	1,387	Sale	To raise production efficiency	460
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.09	Date of sale	1,195	Sale	To raise production efficiency	1,153

SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.09	Date of sale	400	Sale	To raise production efficiency	400
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.10	Date of sale	130	Sale	To raise production efficiency	130
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.11	Date of purchase	423	Purchase	To raise production efficiency	-
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.01	Date of purchase	1,844	Purchase	To raise production efficiency	-
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.03	Date of purchase	1,648	Purchase	To raise production efficiency	-
SK hynix Semiconductor (Chongqing) Ltd.	Overseas subsidiary	'23.05	Date of purchase	692	Purchase	To raise production efficiency	-
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.10	Date of purchase	93	Purchase	To raise production efficiency	-
SK hynix Semiconductor (China) Ltd.	Overseas subsidiary	'23.12	Date of purchase	12	Purchase	To raise production efficiency	-

※ Non-consolidated basis

※ Basis for determination of purchase and sale price with subsidiaries: transaction amount + additional cost + transportation + insurance premium

- The transaction amount was appropriately calculated in consideration of appraisal and market values

(3) Capital contributions and disposal of shares contributed

(Unit: KRW million)

Target company	Relation	Date of transaction	Capital contributions and disposal of shares contributed					Remarks
			Type of shares contributed	Transaction				
				Base	Increase	Decrease	Balance	
SK Telecom Japan.	Affiliated company	'23.10.11	Common Stock	-	2,484	-	2,484	(Note 1)
SK hynix Ventures America LLC	Overseas subsidiary	'23.10.03	Capital contribution certificates	52,802	-	52,802	-	(Note 2)

(Note 1) Acquired 34% of shares from SK telecom (total 340,000 shares)

(Note 2) Merged with SK hynix America Inc., and Effective Date is '23.10.03

(4) Real estate transaction details

(Unit: KRW million)

Name (Corporation)	Relation	Date of transaction	Purpose	Based on	Amount	Transaction type
Clean Industrial REITs Co. Ltd.	Affiliated company	'23.09	Improving asset efficiency and financial structure	Date of sale	1,120,315	(Building) 712-7 Amiri, Bubal-eup, Icheon-si, Gyeonggi-do and 189 lots, Buildings 23, 35, 43, and 49, Wastewater Treatment and Temperature Reduction Building (Land) 584-2, Sinhari, Bubal-eup, Icheon-si, Gyeonggi-do 8 and 35 lots, 46,144.00m ² (Ancillary Facilities) All fixtures, real estate, sculptures, and structures belonging to buildings and land

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to equip and operate protective measures that can protect the shareholders from unfair internal transactions and self-dealing.

(1) Insufficient parts and reasons

The Company regulates unfair internal transactions and directors' self-dealings through the Board of Directors and Audit Committee regulations, establishing and implementing reasonable work processes.

(2) Plans and supplementary explanations

The company will continue to review policies and improve working processes to protect shareholder rights and interests from risks related to internal transactions and self-dealings in the future.

[202300] (Sub-Principle 2-3) Corporate should devise measures to protect shareholders, such as collecting opinions of minor shareholders and protecting the rights of opposing shareholders etc., in changes in the corporate ownership structure or major businesses, including the transfer

The Company complies with Sub-Principle 2-3. Please refer to below for detailed information.

- A. Explain the company's policies for shareholder protection, such as collecting minor shareholders' opinions and protecting opposing shareholders' rights etc., in the event of a significant change to the company's ownership structure or major businesses.

Settlement of policy **N(X)**

Currently, the Company operates various methods to enable constant communication with shareholders including minor shareholders for the smooth collection of opinion s as follows:

- 1) The Company holds quarterly earnings release calls and provides a real time webcasting service via the Company website, allowing shareholders to freely listen to and access related earnings materials. For the convenience of not only domestic shareholders but also our foreign shareholders, we make eff orts to communicate with them by providing simultaneous Korean/English interpretation during the earnings release calls.
- 2) At the 73rd AGM held on March 30, 2021, an online AGM was held in parallel to expand opportunities for shareholders to participate. Starting about two weeks before the AGM, the Company receives pre registration from shareholders to participate in the AGM. Simultaneously, the Company also provides the opportunity for shareholders to voice their opinion by submitting questions in advance. The Chair of the GM and management answer the pre submitted questions to their best effort at the GM as is the case for shareholders who have been given the right to speak at the GM.
- 3) In addition, shareholders may contact the IR department at any time to inquire or provide their opinions. Both the phone number and email address of the IR department are disclosed on the C ompany website, and shareholder inquiries are addressed sincerely.

As indicated, the Company is currently accepting opinions from shareholders through various channels as well as implementing procedures necessary for the protection of shareholders' rights and interests. However, there are no stipulated regulations regarding these procedures yet.

- B. Explain if there were or will be decisions that cause significant changes to corporate ownership structure and major businesses.

Decisions that cause significant changes **N(X)**

Currently, the Company has no plan of any transfer and acquisition of a business, merger or division and /or all inclusive share swap or exchange that may change the ownership structure of the Company. However, if such a decision is to be made in the future, the Company will fully implement the procedures for communication with minor shareholders and gather their opinion through various channels and consider ways to protect specific shareholders from various angles so that their rights are not infringed.

- C. Explain in detail if there was capital raising that can be converted into stocks.

Issuance **Y(O)**

- (1) Status of issuance of bonds, etc. that can be converted into stocks

On April 11, 2023, the Company issued \$1.7 billion of foreign currency exchangeable bonds with treasury stocks to raise operating capital. The initial exchange price was KRW 111,180 per share, and the number of shares subject to exchange was 20,126,911 shares. In accordance with the cash dividend decision at AGM in March 2024, the exchange price was adjusted to KRW 110,033 per share, and the number of shares subject to exchange was adjusted to 20,336,717 shares. Conditions for adjusting the exchange price include events such as capital increase without consideration, stock split, reverse stock split, change of stock class, additional issuance of options or warrants to shareholders, stock dividends, cash dividends, other asset dividends, issuance of new shares below market price, etc. When such events occur, the exchange price will be adjusted according to the relevant bond conditions. However, if the adjustment amount of the exchange price is less than 1% of the existing exchange price, it will be carried over to when the next adjustment reason occurs rather than adjusting the exchange price. Meanwhile, as of the report submission date, creditors' right of exchange has not yet been exercised.

(2) Whether the interests of minority shareholders, etc. were considered in the decision-making process if there is capital raising with different interests between shareholders within the period subject to disclosure

This financing was decided to effectively respond to the downturn of the industry. The Company issued bonds that can be exchanged for existing treasury shares, instead of issuing new shares. Related facts were fairly disclosed to all shareholders, including minority shareholders, through a public corporate disclosure immediately after the issuance decision.

(3) Changes in controlling shareholders due to issuance of stock-related bonds, etc. or violation of agreement (trigger clause) within the period subject to disclosure

No changes in controlling shareholders due to issuance of stock-related bonds, etc. or violation of agreement (trigger clause) within the period subject to disclosure occurred.

D. Based on the above information, explain the reason and plans if there are any deficiencies for the company to protect shareholders, such as collecting opinions of minor shareholders and protecting the rights of opposing shareholders etc., in changes in the corporate ownership structure or major businesses.

(1) Insufficient parts and reasons

In order to protect shareholder rights and interests, the Company is accepting opinions from shareholders through various channels fulfilling procedures required by law. However, there are no stipulated regulations regarding these procedures yet.

(2) Plans and supplementary explanations

The Company is fairly carrying out related procedures and activities to ensure that shareholders can fully understand the issue and present their opinions through public disclosure and IR activities when there is a major issue related to business. Also, the Company will continue to ensure that shareholders' opinions are sufficiently reflected in the business in the future.

[300000] 3. Board of Directors

[303000] (Key Principle 3) The Board must establish business objectives and strategies in the best interests of the corporation and its shareholders, and effectively supervise the activities of management.

[303100] (Sub-Principle 3-1) The Board should effectively perform its duty of management decision-making and management supervision.

The Company complies with Sub-Principle 3-1. Please refer to below for detailed information.

A. Explain the company's overall policies to ensure that the Board of Directors can smoothly perform its function as the center of corporate operations.

- (1) Explain the reason and effect of matters for deliberation and resolution by the Board of Directors as stipulated in the Articles of Incorporation or the Board regulations, etc.

The Company seeks to drive its operations primarily through the Board as the organization that sets business objectives and executes strategies that enhance corporate and shareholder value, as well as effectively supervising the work of management. Detailed roles and responsibilities of the Board are specified in the Articles of Incorporation and Board Regulations to ensure the Board's effective function as the highest decision making body of the Company, namely resolving major business issues such as appointing the Representative Director, setting business plans and making management decisions, as well as supervising the activities of management. To strengthen the Board's expertise, expert committees are set up within the Board, with the roles thereof established in the regulations of the respective committee. A dedicated Board Secretariat is also operated to support the work of the Board and the committees within.

The Board deliberates and votes on matters that are not required by applicable law but are deemed to be important to the Company's management; Matters on business planning and operations, the Company budget and settlement, new investment plans or borrowing that equal to or exceed 1.5% of the Company's equity, debt guarantees, capital contributions, the acquisition/sale/management of assets, the issuance of foreign securities, the establishment/amendment/abolition of the rules of the Board committees, the establishment and revision of the Company operation and management system to execute fundamental business principles, donations that equal to or exceed KRW 1 billion, and others. Through these deliberations the Board faithfully supervises management functions.

(A) Matters to be resolved under the Commercial Law

- 1) Convening the shareholders' meeting
- 2) Approval of sales reports
- 3) Approval of balance sheet, income statement, statement of appropriation of retained earnings, or statement of disposition of deficit and supplementary schedules
- 4) Appointment and dismissal of the representative director
- 5) Decision of co executive officers
- 6) Installation, relocation, or abolition of branches
- 7) Issuance of new shares
- 8) Invitation of corporate bond
- 9) Transfer of reserves into capital
- 10) Issuance of convertible bonds (CB), exchangeable bonds (EB), and bonds with warrant (BW)
- 11) Approval of director's competing transactions, and approval of transactions between a director or a majority shareholder, etc. and the Company.
- 12) Appointment and termination of a committee, and appointment and dismissal of the members thereof
- 13) Grant of the Company's stock option and cancellation of such grant
- 14) Amending resolutions adopted by the Committees except the Audit Committee
- 15) Trading stocks in small amounts
- 16) Small scale merger or spin off
- 17) Decision over sales transfer in the amount not exceeding one tenth (1/10) of the Company's assets and gross sales
- 18) Approval of transaction with the largest shareholder (including his/her affiliated persons) or affiliated persons and reporting to the general meeting of the shareholders
- 19) Appointment and dismissal of general manager
- 20) Appointment and dismissal of the chief compliance officer

(B) Major matters concerning the management of the Company

- 1) Matters to be submitted to the general meeting of shareholders
- 2) Matters relating to corporate planning and operation
- 3) The Company's budget and account closing
- 4) New investment plan, loans (except short term loans with maturity of less than one (1) year, loan guarantee, investment, or matters relating to asset acquisition, liquidation and maintenance, the higher amount of either (a) equal to or exceeding one and a half percent (1.5%) of the Equity Capital of the Company, or (b) KRW 100 billion, provided that the Equity Capital shall mean equity capital under the Regulations on Disclosure of Securities
- 5) <Deleted March 5, 2012>
- 6) Issuance of foreign securities
- 7) <Deleted April 9, 1999>
- 8) Enactment, amendment, and abolishment of Committee rules
- 9) <Deleted March 5, 2012>
- 10) The following activities as stipulated under the Monopoly Regulation and Fair Trade Act requiring the approval of the Board involving an amount either of (a) over five percent (5%) of the greater of the Equity Capital or the Total Assets, or (b) KRW five (5) billion
 - a) Offering or transacting capital, securities, or assets with or for the affiliates
 - b) Providing or transacting products or services to or with a company where the affiliates or their family members make up over 20% of the quarterly sum of transaction amounts.
- 11) Establishing and amending the management control system for executing the Company's basic managerial philosophy
- 12) Donating an amount equal to or above KRW one (1) billion, except for a donation for emergency relief due to hurricane, flood, fire or other acts of God or a donation under the Community Chest of Korea Act, in which case a report on such donation can be subsequently made
- 13) Notwithstanding Sub paragraph 12), a donation of any of the followings shall obtain the approval of the Board:
However, with the consent of a majority of registered directors, it can be reported retroactively to the next Board of Directors meeting.
 - a) Donation to the same place where the sum of all donations for the calendar year exceeds KRW one (1) billion
 - b) If such donations account for under KRW one (1) billion in total, donations for the same purpose and to the subsidiaries of the place exceeds KRW two (2) billion
- 14) Determining remuneration of directors in accordance with the limits set by the Board provided, however, that remuneration for internal directors shall be delegated to the Human Resources, Evaluation and Remuneration Committee as stipulated in Article 13-2.
- 15) Evaluation of the Representative Director provided, however, that details, procedures, etc. shall be decided by Human Resources, Evaluation and Remuneration Committee, and the resolution shall be delegated to the same committee

(C) Other matters as delegated by the relevant laws, the Articles of Incorporation, or delegated at the shareholders' meetings or matters as submitted to the Board after having been deemed as important for the Company's operation by the Representative Director or the Chairperson.

(2) Explain matters delegated to the Representative Director or the Chairperson among the Board of Director's authorities.

In accordance with Article 14 of the Articles of Incorporation, the Board may delegate to the Representative Director the authority over matters on the issuance of corporate bonds within a maturity not exceeding one year. Also in accordance with Article 45 of the Articles of Incorporation and Article 13 of the Board Regulations, the Board may delegate part of the Board's authority to a committee within the Board, as long as such delegation does not violate related laws and regulations and the Articles of Incorporation. In particular, the authority to issue a resolution on large scale internal transactions under the Monopoly Regulation and Fair Trade Act is delegated to the Audit Committee.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the the Board to establish business objectives and strategies in the best interests of the corporation and its shareholders, and effectively supervise the activities of management.

(1) Insufficient parts and reasons

The Board of the Company faithfully executes the principle of management driven by the Board, and effectively performs its decision making and supervising functions by facilitating reports on the Company's major business issues even when such issues do not constitute matters for resolution by the Board.

(2) Plans and supplementary explanations

The company will try to support the Board to effectively perform its decision making and supervising functions.

The Company complies with Sub-Principle 3-2. Please refer to below for detailed information.

A. Explain the company's chief executive officer (CEO) succession policy.

(1) Establishment of CEO succession policy and operation

Succession policy Y(O)

The CEO must be equipped with excellent capabilities in leadership and expertise to deliver business outcomes while possessing management skills built on extensive business experience and business knowledge, with which he or she may present a forward vision of the Company to all stakeholders including its staff and shareholders. The Board Secretariat, Corporate Culture, and other relevant Company organizations have collaborated to establish the currently operative internal process for CEO succession. The process begins with a search for CEO candidates with the above mentioned capacities and potential, followed by validation and cultivation under a strategic and systematic framework, and the final selection of the most optimal candidate to be recommended to the Board. These policies are stipulated in the Company rules and are managed and operated through the internal standard management system.

(2) Main contents of succession policy, selection of CEO candidate pool, management, and education

Candidate pool selection Y(O)

The Company assesses the qualifications of its executives twice each year, once in a preliminary Executive Management Development (Pre-EMD) evaluation and again in the regular EMD evaluation. The evaluation results are used to make decisions such as on executive remuneration and promotion, and are reflected in the discussion and selection of the CEO candidate pool. Every year, the Company develops a pool of CEO candidates deemed to have excellent capabilities and potential, who are then validated and cultivated in a strategic and systematic manner. Annual programs for core talent selection (Future Leader Program, Executive Leader Program) are held to identify and manage a diverse group of prospective CEOs who are each fit to serve in different business scenarios and have optimal capabilities, which allows the Company to be agile in a shifting business environment.

The CEO candidate pool is divided into one group that can immediately serve upon appointment and another that can accept the post in the mid- to long-term (three to five years), with each group validated for suitability based on the relevant capabilities leadership, etc. The pool is also operated as a development track where candidates may experience top management mindset first hand through involvement in actual positions that allow the candidates to build experience and test their leadership qualities. The ready to serve candidate pool is given an expanded role that involves taking on a part of the CEO's responsibilities in order to ensure a smooth job transition in the case of appointment. The mid to long term group, formed of candidates selected for their work achievement, competencies, and future management potential, receives focused management to cultivate a management mindset via programs that involve coaching from key senior executives, personal tasks, and capacity building with third party experts.

Prior to the expiration of the current CEO's term and considering the strategic role of the Company's CEO at the time of succession, candidates in the ready to serve pool are reviewed for recommendation and the most suitable candidate is selected. Should the selected candidate be a Board Director, the candidate is recommended to the Board that then appoints the individual as CEO upon deliberation and resolution on the candidate's suitability, thereby swiftly completing the management succession process. On the other hand, if the candidate is not a member of the Board, the Compensation Committee first reviews the candidate, and then a shareholders' meeting is swiftly convened in accordance with the Commercial Act to newly appoint the candidate as a Board director. After appointment as a Board director, the individual is appointed as CEO through a Board resolution, thereby completing the management succession process.

- (3) Training provided to CEO candidate pool during the period subject to disclose

Candidate training Y(O)

The Company operates a training program on yearly basis to secure the CEO candidate pool. From February to October 2023, in order to enhance the Design competencies that must be equipped as a future manager, the Company provided a problem-based management agenda and conducted a design competency training course to carry out a team project related to it. In order to secure Originality as a manager through in-depth self-reflection, a self-training academy was held once a month in the humanities and social sciences, lectures and discussions by experts. In addition, in order to strengthen basic competencies in the financial, strategic, and marketing fields, the Company conducted systematic Management competency strengthening training such as small group tutoring with faculty members in each field.

Key talent selected for the medium to long term group were required to undergo the evaluation process twice a year based on personal experience, expertise, competencies, and future management potential. In addition, separate training program were provided for the candidates to foster managerial capacity and leadership from early on.

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the the Board to prepare, operate, and consistently improve and complement a succession policy for the CEO.

- (1) Insufficient parts and reasons

The Company has established and operates a system with stipulated policies related to the succession of CEO to discover and manage the candidate pool with abundant business experience and management skills.

- (2) Plans and supplementary explanations

The Company will continue to improve and supplement the CEO succession system to secure globally competitive human resources in the future.

[303300] (Sub-Principle 3-3) The Board should provide and manage an internal control policy (risk management, compliance with the relevant rules and regulations, internal accounting control, disclosure information management etc.) and continuously improve and supplement.

The Company complies with Sub-Principle 3-3. Please refer to below for detailed information.

- A. Explain the company's internal control policy and status of continuous improvement/reinforcement.

- (1) Whether the company established policies to systematically recognize and manage company-wide risks for the company's sustainable development

Company-wide risk management policy Y(O)

In a rapidly changing business environment, risk management is key to corporate sustainability. The Company maintains a risk management policy and control system to ensure systematic recognition and management of major risks by type that the Company may face in business activities, such as financial, strategic, and management environment, and other types of risks. Meanwhile, any escalation of risk can be reported swiftly to the Board or the relevant committee following an established procedure, while a Business Continuity Plan (BCP) is maintained to global standards to ensure continuity of operations in case of various disasters and contingencies. Based on the policy statement and framework of the BCP, company-wide emergency drills are held every year, through which the Company's crisis response and recovery processes are checked for their conformity to global standards.

- (2) Whether the company established policies for compliance management

Compliance management policy Y(O)

The Company appoints a legally qualified compliance officer to review its conformity to compliance control standards and discloses the fact in its Business Report. The compliance officer monitors the compliance of top management, executives, and employees as well as the legitimacy of the Company's business activities while faithfully supporting the Company's organizations and operations through various compliance enforcing activities. It is also the compliance of officer's duty to participate in Board meetings to report the outcomes of such activities.

[Background and credentials of compliance officer]

	Detail
Name	Lee Byung Rae (VP)
Date of birth	1969. 5. 2.
Education	LL.B, College of Public Law, Seoul National University LL.M., University of California Berkeley School of Law
Career	Jan 2024 ~: Head of Sustainability Management at SK hynix 2022~2023: Team Leader of Global Compliance Team at SK SUPEX Pursuit Council 2021~2022: Head of Global Compliance Division of SK innovation 2020: Head of Sustainability Management Division at SK innovation 2013~2019: Vice President of Legal Team at SUPEX Pursuit Council 2011~2017: Head of Legal Offair at SK Inc. 2004~2010: Lawyer, Jipyong Law Firm 2003~2004: Policy Advisor of the Minister of Justice 2000~2003: Lawyer, Jipyong Law Firm 1999: Lawyer, Sejong Law Firm 1998: Supernumerary Judge, District Court of Seoul
Major qualification	Lawyer (Korea/ New York, USA)

(3) Whether the company established policies for internal accounting management

Internal accounting management policy **Y(O)**

The Company has established an internal accounting control system to provide reasonable assurance that the Company's financial statements are composed and disclosed in accordance with generally recognized accounting standards, with controls maintained at the company level, process level, and general electronic system level. The Representative Director checks the effectiveness of such internal accounting control system each business year and reports the findings to the Audit Committee, the Board, and the general meeting of shareholders.

Furthermore, upon amendment of the Act on External Audit of Stock Companies in November 2018, the Company fully revised its internal accounting control rules in December 2018 to reflect changes including the roles and responsibilities of the Representative Director, the Audit Committee, and independent auditors, the design and operation of the Internal Accounting Control System, and reporting and assessment processes.

(4) Whether the company established policies for corporate disclosure information management

Corporate disclosure information management **Y(O)**

The Company established internal decision rules and Disclosure Information Management Regulations to manage disclosure related matters and also uses internal portal systems. The IR department oversees disclosures to secondary markets, while the Financial Management department is in charge of disclosures to the primary market and the Korea Fair Trade Commission, as well as reporting on foreign exchange transactions.

(5) Other policies specifically implemented by the company for internal control

No specific policies are implemented by the Company for internal control.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to manage an internal control policy or applications of the policy at a low level according to the size of the company.

(1) Insufficient parts and reasons

The Company is implementing an internal control system at appropriate level according to the size of the company.

(2) Plans and supplementary explanations

The Company will continue to improve and reinforce an internal control policy.

[304000] (Key Principle 4) The Board should be composed so as to facilitate effective decision-making and supervision of management, and directors should be appointed through a transparent process, which reflects the diverse opinions of shareholders.

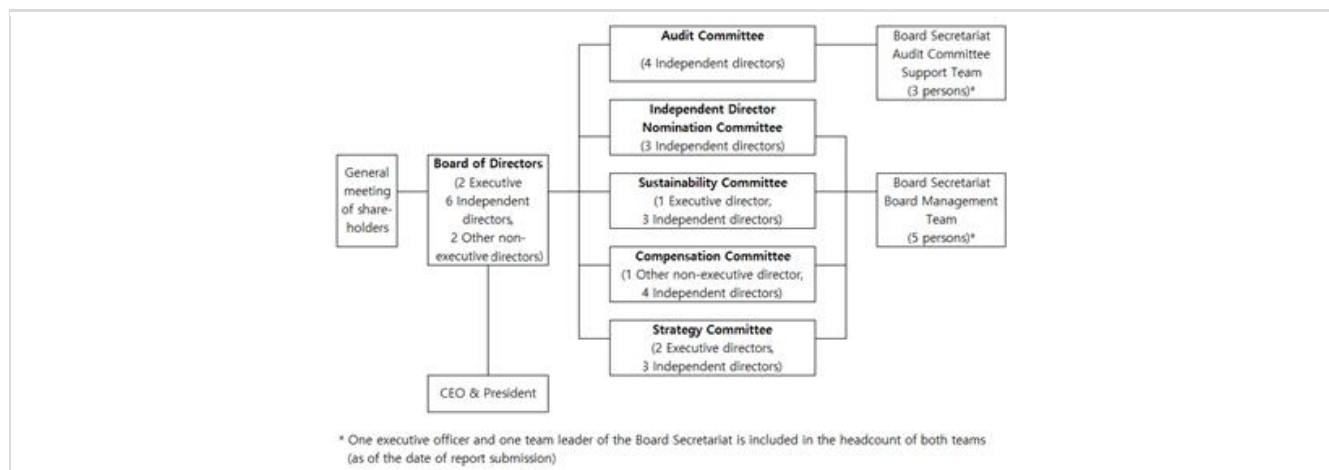
[304100] (Sub-Principle 4-1) The Board should be composed in a way that effective and prudent discussion and decision-making is possible, with enough number of independent directors so that it can fulfill its function independently from management and controlling shareholders.

The Company complies with Sub-Principle 4-1. Please refer to below for detailed information.

A. Explain a composition of the Board of Directors.

(1) Organizational Chart of the Board of Directors and related departments

Table 4-1-1: Organizational Chart of the Board of Directors and related departments as of the report submission date



(2) Composition, age, and gender of the Board of Directors as of the report submission date

The Company's Board is composed of professionals across a wide range of domains, from finance, accounting, semiconductor technology, legal, social policy, and media, with more than a majority being independent directors (two executive directors, six independent directors, and two other non-executive directors), which allows the Board to review the Company's business matters from a multi-faceted perspective and perform reasonable checks and balances on management and controlling shareholders.

Committees within the Board include the Audit Committee, the Independent Director Nomination Committee, the Sustainability Committee, the Compensation Committee, and the Strategy Committee. In order to strengthen the functions of the Board, the Compensation Committee and the Investment Strategy Committee were established at the Board meeting held on March 22, 2020, following right after the FY2019 AGM. These two committees were reorganized with added roles to strengthen their expertise at the Board meeting held on March 30, 2021. The Investment Strategy Committee was renamed into Strategy Committee, and additional members were appointed to both committees.

The Company's Board establishes individual committees within to perform specific functions and roles under Article 45 of the Articles of Incorporation. Matters related to the operation of the committees are decided by resolution of the Board, and committees must report the outcomes of their deliberations and resolutions to the Board. The Board may put matters already resolved by committees except for the Audit Committee up for a second resolution.

The head of each committee is appointed by resolution of the Board or committee of the current year. Under the Articles of Incorporation, the Board regulations and committee regulations, a committee must be composed of two or more Directors, with independent directors comprising half (1/2) or more of the total member. Provided, the Audit Committee must include three or more directors, with independent directors comprising two thirds (2/3) or more of the total member. All four members of the Company's Audit Committee are independent directors.

More than half of each committee members are independent directors, and the Board Chair has also been appointed among independent directors. The Audit Committee and the Independent Director Nomination Committee are fully composed of independent directors to ensure sufficient independence from the Company and controlling shareholders.

Table 4-1-2: Status of the Board of Directors composition

Name	Position	Gender (Age)	Role	Total tenure as a director	Tenure until	Expertise	Primary Career
Kwak Noh Jung	Executive director	Male (58)	1. CEO and President 2. Strategy Committee (member)	27 months	2025-03-31	General corporate management	- (Current) SK hynix CEO and President - (Current) 13th President of Korea Semiconductor Industry Association (KSIA) - Head of Manufacturing Technology, SK hynix - SVP and Head of Cheongju Fab, SK hynix - VP of R&D, SK hynix
Ahn Hyun	Executive director	Male (56)	1. Sustainability Committee (member) 2. Strategy Committee (member)	3 months	2027-03-31	General corporate management	- (Current) EVP and Head of Solution Development, SK hynix - SVP and Head of Future Technology & AI, SK hynix - SVP and Head of NAND Development Strategy Office, SK hynix
Ha Yung Ku	Independent director	Male (70)	1. Board Chair 2. Audit Committee (member) 3. Independent Director Nomination Committee (chairman) 4. Compensation Committee (chairman) 5. Strategy Committee (member)	63 months	2025-03-31	Finance	- (Current) SK hynix Chair of Board - (Current) CEO, Blackstone Advisors Korea - Chairman, Korea Federation of Banks - Member, Financial Reformation Committee - Chairman & CEO, Citigroup Korea
Han Ae Ra	Independent director	Female (52)	1. Audit Committee (chairman) 2. Independent Director Nomination Committee (member) 3. Strategy Committee (member) 4. Compensation Committee (member)	51 months	2026-03-31	Law (Lawyer)	- (Current) Professor, School of Law, Sungkyunkwan University - Lawyer, Kim & Chang - Research judge, Supreme Court of Korea
Jeong Deog Kyoon	Independent director	Male (65)	1. Independent Director Nomination Committee (member) 2. Compensation Committee (member) 3. Strategy Committee (chairman)	15 months	2026-03-31	Semiconductor engineering	- (Current) Chair Professor, College of Engineering at Seoul National University - Director, Inter-University Semiconductor Research Center at Seoul National University - Professor, Department of Electric and Electronic Engineering at Seoul National University
Kim Zeong Won	Independent director	Female (55)	1. Audit Committee (member) 2. Sustainability Committee (chairman) 3. Compensation Committee (member)	15 months	2026-03-31	Finance, Corporate management	- (Current) Senior Advisor, Kim & Chang - Managing Director and Treasury GPO Regulatory Execution Governance Lead, Citibank, New York - Managing Director and CFO, Citibank Korea Inc.
Yang Dong Hoon	Independent director	Male (65)	1. Audit Committee (member)	3 months	2027-03-31	Accounting, Finance	- (Current) Professor Emeritus, Department of Accounting at Dongguk University - Distinguished Professor of Accounting, Korean Accounting Association and Samil PwC - Chairman of Accounting advisory committee, Korea Communications Commission - 36th President, Korean Accounting Association
Sohn Hyun Chul	Independent director	Male (63)	1. Sustainability Committee (member) 2. Strategy Committee (member)	3 months	2027-03-31	Semiconductor engineering	- (Current) Professor, Department of Materials Science and Engineering at Yonsei University - Senior Technical Staff, Hynix Semiconductor
Park Sung Ha	Other non-executive director	Male (58)	1. Other non-executive director	15 months	2026-03-31	General corporate management	- (Current) SK square CEO and President - President & CEO, SK C&C - Head of Strategic Support & Vice President, SK SUPEX Council - Head of Portfolio Mgmt. Division & Senior Director, SK Inc.
Jang Yong Ho	Other non-executive director	Male (60)	1. Other non-executive director 2. Compensation Committee (member)	3 months	2027-03-31	General corporate management	- (Current) President, SK Inc. - President & CEO, SK siltron Co. - President & CEO, SK materials Co. - Senior Vice President, Head of Portfolio Mgmt. 2 Div., SK Inc. - Vice President, Head of Portfolio Mgmt. 2 Div., SK Inc.

(3) Composition, the chairpersons, and key roles of the committees within the Board as of the report submission date

Table 4-1-3-1: Status of committees within the Board of Directors

	Key roles of committees within the Board	Total number of members	Committee code	Remarks
Audit Committee	1. Audit accounting records and operations of the Company 2. Appoint Independent Auditor 3. Approve large-scale internal transactions under delegated authority from Board	4	A	
Independent Director Nomination Committee	1. Assess, recommend, and select Independent Director candidates in accordance with relevant laws and regulations, Articles of Incorporation, and Board Regulations	3	B	
Sustainability Committee	1. Review company's compliance system and related activities including anti-trust, anti-corruption, SHE (Safety, Health, Environment), subcontractors, and others 2. Deliberate on following matters related to Company's sustainable management: (1) Strategy for and outcomes of sustainable management and social value creation (2) Major CSR (Corporate Social Responsibility) activities (3) Major ESG (Environmental, Social, Governance) trends/issues and responses (4) Other matters related to sustainable management raised to the committee for deliberation by other committees	4	C	
Compensation Committee	1. Review AGM agenda for Ceiling Amount of Remuneration for Directors 2. Granting stock options to management including registered and unregistered executives 3. Specific remuneration for Executive Directors 4. Evaluation and compensation of Representative Director 5. Examination of Executive Director candidates 6. Matters not stipulated in each of the above subparagraphs, which the Representative Director deems important and refers to the Committee	5	D	
Strategy Committee	1. Annual management plans 2. Medium and long-term strategies and To-Be-Model of the Company 3. Important strategic alliance investments (equity investments, licenses, etc.) 4. Review investments of less than 1.5% of shareholder equity considered as key investments by CEO 5. Other important corporate management matters	5	E	

Table 4-1-3-2: Composition of committees within the Board of Directors

		Role	Position	Gender	Concurrent position
Audit Committee	Han, Ae Ra	Chairman	Independent director	Female	B, C, D
	Ha, Yung Ku	Member	Independent director	Male	B, D, E
	Kim, Zeong Won	Member	Independent director	Female	C, D
	Yang, Dong Hoon	Member	Independent director	Male	-
Independent Director Nomination Committee	Ha, Yung Ku	Chairman	Independent director	Male	A, D, E
	Han, Ae Ra	Member	Independent director	Female	A, C, D
	Jeong, Deog Kyoong	Member	Independent director	Male	D, E
Sustainability Committee	Kim, Zeong Won	Chairman	Independent director	Female	A, D
	Han, Ae Ra	Member	Independent director	Female	A, B, D
	Sohn, Hyun Chul	Member	Independent director	Male	E
	Ahn, Hyun	Member	Executive director	Male	E
Compensation Committee	Ha, Yung Ku	Chairman	Independent director	Male	A, B, E
	Han, Ae Ra	Member	Independent director	Female	A, B, C
	Jeong, Deog Kyoong	Member	Independent director	Male	B, E
	Kim, Zeong Won	Member	Independent director	Female	A, C
	Jang, Yong Ho	Member	Other non-executive director	Male	-
Strategy Committee	Jeong, Deog Kyoong	Chairman	Independent director	Male	B, D
	Ha, Yung Ku	Member	Independent director	Male	A, B, D
	Sohn, Hyun Chul	Member	Independent director	Male	C
	Kwak, Noh Jung	Member	Executive director	Male	-
	Ahn, Hyun	Member	Executive director	Male	C

- (4) Explain the function and roles of Sustainability Committee in detail.

ESG-related committee **Y(O)**

The company established the Sustainability Committee in 2018 to strengthen shareholder value, centering on ESG, and to collect, discuss, and review detailed strategies in consideration of corporate social values and various stakeholder perspectives and requirements to enhance expertise and transparency in the decision-making process and supervise compliance management.

Detailed regulations of the committee is as below:

1. Review company's compliance system and related activities including anti-trust, anti-corruption, SHE (Safety, Health, Environment), subcontractors, and others
2. Deliberate on following matters related to Company's sustainable management:
 - (1) Strategy for and outcomes of sustainable management and social value creation
 - (2) Major CSR (Corporate Social Responsibility) activities
 - (3) Major ESG (Environmental, Social, Governance) trends/issues and responses
 - (4) Other matters related to sustainable management raised to the committee for deliberation by other committees

- (5) Whether the chairman of the Board of Directors is an independent director

The Chairman of BOD is an independent director **Y(O)**

In accordance with Article 41 of the Articles of Incorporation, the Chair of the Board is appointed by the Board. At the Board meeting on March 2019, the posts of Representative Director (CEO) and Board Chair were separated. To enhance the operational transparency and independence of the Board, a Board meeting was held on March 30, 2021, and the Board appointed independent director Ha Yung Ku as the Board Chair.

- (6) Explain whether the company adopted Lead Outside director and Executive Director systems, with its background, foundation, and status.

Adoption of lead outside director system **N(X)**

Adoption of the executive director system **N(X)**

Lead outside director system is a system that ensures appropriate balance and checks on the board of directors by appointing a lead outside director representing the independent directors when the CEO or executive director serves as the chairman of the board.

The company introduced the lead outside director system in March 2018, based on Article 5-2 of the Board of Directors regulations, and appointed Director Choi Jong Won and Ha Yung Ku as lead outside directors in 2018 and 2020, respectively. However, since Director Ha was appointed as the Chairman of the Board in March 2021, he has been presiding over the overall operation of the Board and the convening of independent board meetings. Currently, the Chairman of the Board is performing this role without appointing a separate senior independent director.

Detailed regulations regarding the system is as below:

Article 5-2. Lead Outside director (SK hynix Inc. Bylaws of the Board of Directors)

- ① The Board may appoint an outside director as the representative outside director (hereinafter the "Lead Outside director").
 - ② The term of the Lead Outside director shall be the term of his/her directorship.
 - ③ The Lead Outside director shall perform the following duties:
 1. Convene and preside over the outside directors' meeting with all outside directors in attendance.
 2. Support efficient performance of the duties of the outside directors.
 3. Review, evaluate and report efficiency of the function and the activities of the Board and each of the Committees therein.
 - ④ The Company shall provide resources necessary for the Lead Outside Director to carry out the duties under this Paragraph 3.
- [Adopted March 28, 2018]

B. Based on the above information, explain the reason and plans if there are any deficiencies in ensuring the appropriate composition of the Board and the independence of independent directors.

(1) Insufficient parts and reasons

The Board of the Company is composed appropriately with the independence of independent directors.

(2) Plans and supplementary explanations

The Company will continue to strengthen Board-centered management to ensure that there are no deficiencies in transparency, fairness, and independence of the Board

[304200] (Sub-Principle 4-2) The Board should be comprised of responsible and competent professionals in various fields considering their knowledge and career so that they can effectively contribute to the corporate management.

The Company complies with Sub-Principle 4-2. Please refer to below for detailed information.

A. Explain the current status of the Board of Directors.

(1) Explain whether and how the company has established policies to secure the expertise, responsibility, and diversity of the Board of Directors.

Whether the company is subject to exemption from gender diversity policy of the Board **N(X)**

Whether the Board is comprised of diverse gender **Y(O)**

The Company emphasizes the expertise and accountability of Directors in its Corporate Governance Code and the Code of Conduct and Job Performance Bylaw for the Board of Directors.

Item ② under “4. Qualifications of Directors” under “II. Board of Directors” of the Corporate Governance Code states that Executive Directors must “accumulate rich experience and professional knowledge related to the Company’s business, while equipping themselves with reasonable judgment and strong execution, as part of the Company’s high level management.” Meanwhile Item ③ states that Independent Directors must be “persons with expert knowledge or extensive experience in industry, finance, academia, law, accounting, or government, who do not have a major conflict of interest with the Company and who are capable of making independent decisions apart from management or particular shareholders and of contributing to the Company’s prosperity and protection of shareholder rights.” The Code of Conduct and Job Performance Bylaw for the Board of Directors also state such rules of the same intent. The Corporate Governance Code and the Code of Conduct and Job Performance Bylaw for the Board of Directors are disclosed on the Company website.

The Company Board is composed of experts in each field, such as finance, accounting, semiconductor technology, law, social policy, media, and others, thereby ensuring expertise, accountability, and diversity. To provide more detail on the current Board’s composition, the Company’s executive directors are equipped with extensive management experience and professional knowledge in the semiconductor industry and technology.

Director Kwak Noh Jung is from an engineering background and a semiconductor expert who has accumulated experience in various fields related to semiconductor manufacturing and technology. He is playing an important role in the company's growth and development, contributing to the company's decision-making on major business issues as the company's CEO. He was appointed as the Company's CEO through the Board meeting held immediately after the 74th AGM.

Among the independent directors, the Board Chair Ha Yung Ku, previously the Head of the Korea Federation of Banking Institutions, offers diverse advice on major business matters for the Company based on his broad experience and deep expertise in domestic and overseas finance as well as various industries. Director Song Ho Keun, the most renowned sociologist in Korea, provides professional advice on social value creation, a key topic of interest for the Company. Director Han Ae Ra, who was appointed in 2020 as the first female director, has experience as judge and as research judge at the Supreme Court. She is a legal expert and currently a Professor at the School of Law at Sungkyunkwan University and has strengthened the legal expertise of the Company’s Board. Director Jeong Deog Kyoon is a semiconductor design expert. Based on extensive and in depth knowledge of semiconductors, he contributes to the operation of the Board of Directors and promotes the Company's goal of "Technology Innovator for a Better World and Greater Happiness". Director Kim Zeong Won is a financial expert who served as CFO of Citibank Korea and Treasury GPO of Citibank US. Based on her deep insight into global management and economic trend, and rich field experience, she contributes to the operation of the Board of Directors and the Audit Committee and promotes the Company's goal of "Technology Innovator for a Better World and Greater Happiness". Director Park Sung Ha, other non-executive director, is an expert in the field of corporate strategy and new business development, having served as the division head of Portfolio Management at SK Inc.

Based on a deep understanding of business portfolios and rich global investment experience, he is expected to contribute to enhancing the Company's core value.

At the 76th AGM held on March 27, 2024, one executive director, one other non-executive director, and two independent directors were newly appointed. Newly-appointed director Ahn Hyun has wide range of expertise in technology strategy and chief responsibility for NAND-Solution and Solidigm technology. He is expected to have plentiful experience and expertise, contributing the Company's future competitiveness. Newly-appointed director Jang Yong Ho is an expert in management strategy and new business discovery, who has strengthened SK Group's semiconductor materials portfolio and pursued growth strategy. Newly-appointed director Yang Dong Hoon is a professor of Accounting at Dongguk University and is a financial accounting expert having served as Head of Dongguk Business School and Head of Korean Accounting Association. Based on his professional knowledge and wide experience in financial auditing, the candidate is expected to contribute to the Company's securing of financial stability and transparent management, thus advancing the Audit Committee's execution of duties and thus contribute to management. Newly-appointed director Sohn Hyun Chul is a professor at the Yonsei University Department of Materials Science and Engineering and expected to contribute to the expertise of the Board based on his knowledge on semiconductor technology and industry.

(2) Details of the change and appointment of director over the period commencing from the start date subject to disclosure to the date of submission

Table 4-2-1: Appointment and change details of directors

Name	Position	Date of original appointment	Date of tenure expiration	Date of change	Reason for change	In office
Park Jung Ho	Executive director	2016-03-18	2024-03-27	2024-03-27	Expiration	In office
Noh Jong Won	Executive director	2022-03-30	2023-03-28	2023-03-28	Resignation	Retired
Ahn Hyun	Executive director	2024-03-27	2027-03-31	2024-03-27	Appointment	In office
Park Sung Ha	Other non-executive director	2023-03-29	2026-03-31	2023-03-29	Appointment	In office
Jang Yong Ho	Other non-executive director	2024-03-27	2027-03-31	2024-03-27	Appointment	In office
Shin Chang Hwan	Independent director	2017-03-24	2023-03-29	2023-03-29	Expiration	Retired
Yoon Tae Hwa	Independent director	2018-03-28	2024-03-22	2024-03-22	Resignation	Retired
Song Ho Keun	Independent director	2018-03-28	2024-03-27	2024-03-27	Expiration	Retired
Cho Hyun Jae	Independent director	2018-03-28	2024-03-27	2024-03-27	Expiration	Retired
Han Ae Ra	Independent director	2020-03-20	2026-03-31	2023-03-29	Reappointment	In office
Jeong Deog Kyoon	Independent director	2023-03-29	2026-03-31	2023-03-29	Appointment	In office
Kim Zeong Won	Independent director	2023-03-29	2026-03-31	2023-03-29	Appointment	In office
Yang Dong Hoon	Independent director	2024-03-27	2027-03-31	2024-03-27	Appointment	In office
Sohn Hyun Chul	Independent director	2024-03-27	2027-03-31	2024-03-27	Appointment	In office

B. Based on the above information, explain the reason and plans if there are any deficiencies for the Board to secure appropriate composition in terms of diverse background, expertise, and responsibility

(1) Insufficient parts and reasons

The Board of the Company is comprised of directors with diverse backgrounds and expertise.

(2) Plans and supplementary explanations

The Company will continue to review methods to enhance diversity of the Board for more effective board function in the future.

[304300] (Sub-Principle 4-3) Fairness and independence should be secured during the recommendation and appointment process of the candidates for the directors.

The Company complies with Sub-Principle 4-3. Please refer to below for detailed information.

- A. Explain whether the company established a committee to recommend candidates of director, such as Director Nomination Committee, and the committee's activities.

Director Nomination Committee **Y(O)**

Ratio of independent directors among Director Nomination Committee (%) **100**

For the recommendation and examination of candidates for independent directors, the Company has set up the Independent Director Nomination Committee. The committee is composed of two or more directors, with one half (1/2) or more being independent directors as per company regulations. Currently, all three members of the Independent Director Nomination Committee are Independent Directors to secure the independence of the committee.

The Company's Independent Director Nomination Committee recommends candidates for independent directors through a fair and transparent process, selecting and recommending candidates who are independent from company management or the majority shareholder and have professional insight in areas such as semiconductors, finance, accounting, management, and social affairs. By meticulously vetting each candidate's professional ethics and the existence of any relationship of interest with the majority shareholder, the committee helps create a balanced composition for the Board to serve its function of monitoring, advising, and keeping management in check. Independent director candidates who pass this rigorous vetting process and executive director candidates who are recommended by the Board after deliberation by the Compensation Committee are finally appointed as directors at the general meeting of shareholders. Meanwhile, the Company does not discriminate against any factors such as nationality, gender, religion, or race in the appointment of an executive or independent director.

- B. Explain whether the company provides sufficient time and information for shareholders to review on candidated of director prior to AG.

- (1) Whether the company provided detailed information related to agenda of the election of directors at GM over the period commencing from the start date subject to disclosure to the date of submission

The Company lawfully discloses information on director candidates at least three weeks before AGM to allow shareholders to sufficiently familiarize themselves with agenda items regarding the appointment and re appointment of directors and to vote by proxy. To assist shareholders' understanding, the Company also posts agenda explanatory materials that include important matters of reference on its website in addition to corporate disclosure.

Table 4-3-1: Details of information provided regarding director candidates

		Date of information submission (1)	Date of general meeting of shareholders (2)	Information provision period (days) ((2)-(1))	Director candidate classification	Provided information	Remarks
76th Annual General Meeting of Shareholders	Ahn Hyun	2024-03-06	2024-03-27	21	Executive director	1. Candidate's name, date of birth, recommender, relationship with the largest shareholder, independent director candidate, etc.	
	Sohn Hyun Chul	2024-03-06	2024-03-27	21	Independent director	2. Candidate's main occupation, detailed professional experience, and transaction history with the Company for the past 3 years	
	Yang Dong Hoon	2024-03-06	2024-03-27	21	Independent director	3. Any arrears, the management of an insolvent company, legal grounds for disqualification 4. Candidate's job performance plan (in case of independent director)	
	Jang Yong Ho	2024-03-06	2024-03-27	21	Other non- executive director	5. Reason for the Board's recommendation of the candidate 6. Candidate's signature confirming that the disclosed information is consistent with the facts	

75th Annual General Meeting of Shareholders	Han Ae Ra	2023-02-23	2023-03-29	34	Independent director	1. Candidate's name, date of birth, recommender, relationship with the largest shareholder, independent director candidate, etc.
	Jeong Deog Kyoan	2023-02-23	2023-03-29	34	Independent director	2. Candidate's main occupation, detailed professional experience, and transaction history with the Company for the past 3 years
	Kim Zeong Won	2023-02-23	2023-03-29	34	Independent director	3. Any arrears, the management of an insolvent company, legal grounds for disqualification 4. Candidate's job performance plan (in case of independent director)
	Park Sung Ha	2023-02-23	2023-03-29	34	Other non-executive director	5. Reason for the Board's recommendation of the candidate 6. Candidate's signature confirming that the disclosed information is consistent with the facts

(2) Whether the company provided past information regarding activities of director candidates with reappointment

Information of reappointed director's activities **Y(O)**

The company discloses the status of committees in which each director participates, including reappointed directors, the attendance rate at the Board and committees meeting, the voting results on discussed agendas, and the status of participation in professionalism enhancement programs conducted for independent directors through corporate disclosure and on its website.

Director Han Ae Ra was reappointed at the AGM of shareholders which held on March 29, 2023, and attended all meetings of the Board and committees, exercising voting rights. Please refer to the business report published on March 19, 2024 for details on voting rights for each agenda and status of participation on educational program of each director.

C. Explain whether the Company adopts cumulative voting and what measures and efforts are being taken to listen to the opinions of minority shareholders in the process of selecting and appointing director candidates.

Cumulative voting **N(X)**

In accordance with Article 9 of the Act on Prevention of Divulgence and Protection of Industrial Technology, the Company, as a business operating in a strategic industry that owns technologies deemed crucial to national prosperity, must protect itself against threats of hostile takeovers by foreign speculators. In this vein, the Company does not adopt a cumulative voting system, convinced that such a system poses a greater threat of causing dispute over management rights rather than serving its intended purpose of strengthening the rights of minor shareholders.

However, even if the minor shareholder cannot exercise cumulative voting, the Company makes sure that the opinions of the minor shareholders are reflected through the shareholder proposal rights under the Commercial Act. In order to allow shareholders to freely inquire about and demand explanation on agenda items presented at the general meeting of shareholders, the Company receives in advance questions on its website for a certain period of time prior to the GM. Among the inquiries, selected questions are answered at the GM. Also, the Company receives inquiries from shareholders at the GM and answers the questions to its best effort.

D. Based on the above information, explain the reason and plans if there are any deficiencies for the Company to secure fairness and independence during the recommendation and appointment process of the candidates for the directors.

(1) Insufficient parts and reasons

The Independent Director Nomination Committee, which is comprised only of independent directors, uses a fair and transparent process of selecting independent director candidates who meet legal standards and qualifications under relevant laws, such as the Commercial Act, as well as professional and independence requirements, and are appointed by vote at the general meeting of shareholders. Thus, fairness and independence in the nomination and appointment processes are sufficiently ensured.

(2) Plans and supplementary explanations

The Company will continue to introduce a fair and transparent candidate selection and verification in order to ensure that independent directors with the level of independence and expertise required by shareholders can be appointed in the future.

[304400] (Sub-Principle 4-4) People who are responsible for the defamation of the enterprise value or infringement of shareholders' equity interest should not be appointed as an executive officer.

The Company complies with Sub-Principle 4-4. Please refer to below for detailed information.

A. Explain matters on the appointment of executives (including non-registered executives) responsible for the defamation of the enterprise value or infringement of shareholders' equity interest.

A. Registered executives (the Board of Directors)

Table 4-4-1: Registered executives

	Gender	Position	Full-time (O/X)	Role
Kwak Noh Jung	Male	CEO and President	O	· CEO · Member of Strategy Committee
Ahn Hyun	Male	EVP and Head of Solution Development, SK hynix	O	· Head of Solution Development, SK hynix · Member of Sustainability Committee · Member of Strategy Committee
Park Sung Ha	Male	Director	X	· Other non-executive director
Jang Yong Ho	Male	Director	X	· Other non-executive director · Member of Compensation Committee
Ha Yung Ku	Male	Director	X	· Independent director · Board Chair · Member of Audit Committee · Member of Independent Director Nomination Committee · Member of Compensation Committee · Member of Strategy Committee
Han Ae Ra	Female	Director	X	· Independent director · Member of Audit Committee · Member of Independent Director Nomination Committee · Member of Sustainability Committee · Member of Compensation Committee
Jeong Deog Kyoong	Male	Director	X	· Independent director · Member of Independent Director Nomination Committee · Member of Compensation Committee · Member of Strategy Committee
Kim Zeong Won	Female	Director	X	· Independent director · Member of Audit Committee · Member of Sustainability Committee · Member of Compensation Committee
Yang Dong Hoon	Male	Director	X	· Independent director · Member of Audit Committee
Sohn Hyun Chul	Male	Director	X	· Independent director · Member of Sustainability Committee · Member of Strategy Committee

B. Non-registered executives

	Gender	Position	Full-time (O/X)	Role
Chey Tae Won	Male	Chairman	O	Chairman
Park Jung Ho	Male	Vice Chairman	O	Vice Chairman
Kim Dong Sub	Male	President	O	Chief Officer of Communication & External Affairs
Kim Ju Seon	Male	President	O	Head of AI Infra
Kang Sun Guk	Male	VP	O	AI Infta Executive
Kang Uksong	Male	VP	O	AI Infta Executive
Kang You Jong	Male	VP	O	AI Infta Executive
Kang Ji Ho	Male	VP	O	Research & Development Executive
Kang Jin Soo	Male	VP	O	CEO's Direct Report Executive
Ko Eun Jung	Female	VP	O	Research & Development Executive
Kwean Ki Chang	Male	VP	O	NAND Development Executive
Kwon Un Oh	Male	VP	O	AI Infta Executive
Kwon Oh Hyuk	Male	VP	O	Communication & External Affairs Executive
Kwon Jae Soon	Male	VP	O	Manufacturing Technology Executive
Kim Kyu Hyun	Male	VP	O	AI Infta Executive
Kim Ki Tae	Male	VP	O	AI Infta Executive
Kim Neung Koo	Male	VP	O	Head of BE Procurement
Kim Dong Gyu	Male	VP	O	Future Strategy Executive
Kim Man Sup	Male	VP	O	Manufacturing Technology Executive
Kim Sang Deok	Male	VP	O	Global Quality & Reliability Assurance Executive
Kim Sanghun	Male	VP	O	Global Quality & Reliability Assurance Executive
Kim Seok	Male	VP	O	AI Infta Executive
Kim Seon Soon	Male	VP	O	Research & Development Executive
Kim Seong Han	Male	VP	O	Head of FE Procurement
Kim Young Sik	Male	VP	O	Head of Manufacturing Technology
Kim Woo Hyun	Male	VP	O	Head of Finance
Kim Woon Yong	Male	VP	O	Research & Development Executive
Kim Jum Soo	Male	VP	O	NAND Development Executive
Kim Jung Bae	Male	VP	O	Manufacturing Technology Executive
Kim Jeong Soo	Male	VP	O	Research & Development Executive
Kim Jeung Tae	Male	VP	O	AI Infta Executive
Kim Jong Hwan	Male	VP	O	Head of DRAM Development
Kim Jun Han	Male	VP	O	Corporate Development Executive
Kim Chun Sung	Male	VP	O	Solution Development Executive
Kim Choon Hwan	Male	VP	O	Research & Development Executive
Kim Heongyu	Male	VP	O	NAND Development Executive
Kim Hyun Jung	Male	VP	O	Package & Test Executive
Kim Hyungsoo	Male	VP	O	DRAM Development Executive
Kim Hyung Hwan	Male	VP	O	Manufacturing Technology Executive
Doh Seungyong	Male	VP	O	Head of Digital Transformation
Do Chang Ho	Male	VP	O	Digital Transformation Executive
Ryu Byung Hoon	Male	VP	O	Head of Future Strategy
Ryu Sung Soo	Male	VP	O	AI Infta Executive
Ma Keum Sun	Male	VP	O	Communication & External Affairs Executive
Moon Ki Ill	Male	VP	O	Package & Test Executive
Moon Soon Ki	Male	VP	O	Package & Test Executive
Moon Seung Hun	Male	VP	O	Manufacturing Technology Executive
Moon Yang Gi	Male	VP	O	Solution Development Executive
Moon Garthgeung	Male	VP	O	Communication & External Affairs Executive
Min Kyung Hyun	Male	VP	O	Communication & External Affairs Executive
Park Kyoung	Male	VP	O	AI Infta Executive
Park Myoung Soo	Male	VP	O	AI Infta Executive
Park Myeong Jae	Male	VP	O	AI Infta Executive
Park Mun Phil	Male	VP	O	AI Infta Executive
Park Min Cheol	Male	VP	O	Future Strategy Executive
Park Sang Bum	Male	VP	O	Manufacturing Technology Executive
Park Sung Kye	Male	VP	O	Research & Development Executive
Park Seongjo	Male	VP	O	NAND Development Executive
Park Seong Hwan	Male	VP	O	Finance Executive
Park Su Man	Male	VP	O	CEO's Direct Report Executive
Park Yong Kun	Male	VP	O	Communication & External Affairs Executive
Park Jun Sik	Male	VP	O	CEO's Direct Report Executive
Park Jin Kyu	Male	VP	O	Package & Test Executive
Park Chan Dong	Male	VP	O	AI Infta Executive

	Gender	Position	Full-time (O/X)	Role
Park Chan Ha	Male	VP	O	CEO's Direct Report Executive
Park Chang Heon	Male	VP	O	Research & Development Executive
Park Cheol Gyu	Male	VP	O	Global Quality & Reliability Assurance Executive
Park Tejin	Male	VP	O	Manufacturing Technology Executive
Park Hyun	Male	VP	O	Communication & External Affairs Executive
Park Hoon	Male	VP	O	Communication & External Affairs Executive
Bae Keuk In	Male	VP	O	Communication & External Affairs Executive
Baek Hyun Chul	Male	VP	O	Research & Development Executive
Seo Jae Wook	Male	VP	O	Research & Development Executive
Seol Kwangsoo	Male	VP	O	Research & Development Executive
Son Dong Hui	Male	VP	O	Finance Executive
Son Sang Soo	Male	VP	O	AI Infta Executive
Sohn Sang Ho	Male	VP	O	Manufacturing Technology Executive
Son Seok Woo	Male	VP	O	Manufacturing Technology Executive
Son Soo Yong	Male	VP	O	DRAM Development Executive
Son Seunghun	Male	VP	O	Research & Development Executive
Son Ho Young	Male	VP	O	Package & Test Executive
Song Jun Ho	Male	VP	O	Global Quality & Reliability Assurance Executive
Song Chang Rock	Male	VP	O	CIS Business Executive
Song Chang Suk	Male	VP	O	AI Infta Executive
Song Hyun Jong	Male	VP	O	Corporate Culture Executive
Shin Sang Kyu	Male	VP	O	Head of Corporate Culture
Shin Seung-A	Female	VP	O	CEO's Direct Report Executive
Shin Jeong Ho	Male	VP	O	Manufacturing Technology Executive
Shin Hyeonsoo	Male	VP	O	Finance Executive
Shim Kyu-Chan	Male	VP	O	CEO's Direct Report Executive
An Dae Woong	Male	VP	O	Digital Transformation Executive
Ahn Jung Ryul	Male	VP	O	Research & Development Executive
Ahn Hyunjoon	Male	VP	O	Package & Test Executive
Yang Hyung Mo	Male	VP	O	Finance Executive
Yuh Dongjoon	Male	VP	O	AI Infta Executive
Oh Dongyeon	Male	VP	O	Research & Development Executive
Oh Jeong Hwan	Male	VP	O	AI Infta Executive
Oh Tae Kyung	Male	VP	O	Research & Development Executive
Oh Hoon-Sang	Male	VP	O	CIS Business Executive
Yoon Kyoung Ryul	Male	VP	O	Research & Development Executive
Yun Jae Yeun	Male	VP	O	AI Infta Executive
Yoon Hongsung	Male	VP	O	FE Procurement Executive
Lee Kang Min	Male	VP	O	Manufacturing Technology Executive
Lee Kang Wook	Male	VP	O	Package & Test Executive
Lee Gwang Ok	Male	VP	O	CEO's Direct Report Executive
Lee Gyujei	Male	VP	O	Package & Test Executive
Lee Gi Hwa	Male	VP	O	Package & Test Executive
Lee Dong Ho	Male	VP	O	Future Strategy Executive
Lee Dong Hun	Male	VP	O	NAND Development Executive
Lee Moon Hwan	Male	VP	O	FE Procurement Executive
Lee Min Hyung	Male	VP	O	Manufacturing Technology Executive
Lee Bang Sil	Female	VP	O	Future Strategy Executive
Lee Byoung Ki	Male	VP	O	Manufacturing Technology Executive
Lee Byung Rae	Male	VP	O	Communication & External Affairs Executive
Lee Byung Chan	Male	VP	O	FE Procurement Executive
Lee Sang Kwon	Male	VP	O	AI Infta Executive
Lee Sang Rak	Male	VP	O	AI Infta Executive
Lee Sang Youp	Male	VP	O	BE Procurement Executive
Lee Sang Yung	Male	VP	O	Future Strategy Executive
Lee Sang Hwan	Male	VP	O	AI Infta Executive
Lee Sung Jae	Male	VP	O	Solution Development Executive
Lee Sung Hoon	Male	VP	O	CEO's Direct Report Executive
Lee Seungpil	Male	VP	O	NAND Development Executive
Lee Woong Sun	Male	VP	O	Package & Test Executive
Lee Inno	Male	VP	O	Manufacturing Technology Executive
Lee Il Woo	Male	VP	O	Corporate Culture Executive
Lee Il Hoon	Male	VP	O	DRAM Development Executive
Lee Jaeseo	Male	VP	O	CEO's Direct Report Executive
Lee Jay Yun	Male	VP	O	Research & Development Executive

	Gender	Position	Full-time (O/X)	Role
Lee Jayjoon	Male	VP	O	Corporate Development Executive
Lee Jung Seock	Male	VP	O	Manufacturing Technology Executive
Lee Joo Young	Male	VP	O	Corporate Culture Executive
Lee Chang Soo	Male	VP	O	Digital Transformation Executive
Lee Tae Hak	Male	VP	O	Solution Development Executive
Lee Hyun Min	Male	VP	O	Research & Development Executive
Lee Hyun Chul	Male	VP	O	FE Procurement Executive
Lee Ho Seok	Male	VP	O	Manufacturing Technology Executive
Lee Hong Deok	Male	VP	O	BE Procurement Executive
Im Song Hyeuk	Male	VP	O	Manufacturing Technology Executive
Lim Hyung Do	Male	VP	O	CEO's Direct Report Executive
Jang Ji Eun	Female	VP	O	DRAM Development Executive
Jeon Weon Chul	Male	VP	O	DRAM Development Executive
Jeon Yoo Nam	Male	VP	O	NAND Development Executive
Jeong Sang Kyoo	Male	VP	O	Solution Development Executive
Jeong Sang Rock	Male	VP	O	Communication & External Affairs Executive
Chung Sung Yong	Male	VP	O	Research & Development Executive
Jeong Woo Pyo	Male	VP	O	NAND Development Executive
Choung Youin	Male	VP	O	Digital Transformation Executive
Chung Yoon Sik	Male	VP	O	Finance Executive
Chung Eun Tae	Male	VP	O	Manufacturing Technology Executive
Jeong In Chul	Male	VP	O	DRAM Development Executive
Jung Jemo	Male	VP	O	Corporate Culture Executive
Cheong Jin Soo	Male	VP	O	Manufacturing Technology Executive
Jung Chang Kyo	Male	VP	O	DRAM Development Executive
Jeong Cheol Woo	Male	VP	O	CIS Business Executive
Jung Haekang	Male	VP	O	DRAM Development Executive
Jeong Hoesam	Male	VP	O	CIS Business Executive
Cho Myoung Kwan	Male	VP	O	Global QRA Executive
Cho Min Sang	Male	VP	O	Package & Test Executive
Cho Seong Bong	Male	VP	O	Communication & External Affairs Executive
Cho Young Man	Male	VP	O	DRAM Development Executive
Cho Juhyun	Male	VP	O	CIS Business Executive
Cho Joo Hwan	Male	VP	O	DRAM Development Executive
Cho Ho Jin	Male	VP	O	Research & Development Executive
Cho Hoon	Male	VP	O	Solution Development Executive
Ju Jae Wuk	Male	VP	O	Manufacturing Technology Executive
Jee Woonhyug	Male	VP	O	Solution Development Executive
Jin Bo Gun	Male	VP	O	Corporate Culture Executive
Jin Sung Gon	Male	VP	O	CEO's Direct Report Executive
Jin Il Sup	Male	VP	O	Research & Development Executive
Cha Sang Yeob	Male	VP	O	Future Strategy Executive
Cha Seon Yong	Male	VP	O	Head of Research & Development
Cheon Young Il	Male	VP	O	Research & Development Executive
Choi Kwang Moon	Male	VP	O	Manufacturing Technology Executive
Choi Myoung Sup	Male	VP	O	Manufacturing Technology Executive
Choi Sang Hoon	Male	VP	O	Corporate Culture Executive
Choi So Jeong	Female	VP	O	Corporate Development Executive
Choi Young Hyun	Male	VP	O	CEO's Direct Report Executive
Choi Yongsu	Male	VP	O	AI Infra Executive
Choi Woo Sung	Male	VP	O	Corporate Development Executive
Choi Woo Jin	Male	VP	O	Head of Package & Test
Choi Jae Gon	Male	VP	O	Research & Development Executive
Choi Jung Dal	Male	VP	O	Head of NAND Development
Choi Jung San	Male	VP	O	Head of Global Quality & Reliability Assurance
Choi Joon	Male	VP	O	Head of Global Growth Propulsion
Choi Jun Gi	Male	VP	O	Manufacturing Technology Executive
Choi Chang Eun	Male	VP	O	Solution Development Executive
Choi Hong Sok	Male	VP	O	Digital Transformation Executive
Han Sang Shin	Male	VP	O	Package & Test Executive
Han Young Su	Male	VP	O	NAND Development Executive
Han Eun Seok	Male	VP	O	Head of Corporate Development
Huh Hwang	Male	VP	O	NAND Development Executive
Hyun Eun Ah	Female	VP	O	Communication & External Affairs Executive
Hong Sung Kwan	Male	VP	O	Solution Development Executive

	Gender	Position	Full-time (O/X)	Role
Hwang Jung Il	Male	VP	O	CEO's Direct Report Executive

- C. Explain the company's policy to prevent the appointment of executives responsible for the defamation of the enterprise value or infringement of shareholders' equity interest.

Implementation ☒ (X)

Under its executive officer management system, the Company validates matters related to the appointment and retaining of senior executives every year, wherein it conducts a comprehensive review of the suitability of executives in their posts. On top of a comprehensive assessment of the performance of their respective positions, such as competence and leadership, executives are assessed for any damages they may have caused to enterprise value or any infringement of shareholders' equity interest, the findings of which are reported to the Board for approval and finalization.

In accordance with Paragraph 3, Article 21 (Cause for Dismissal) of the Employment Rules, the Company may dismiss an employee at its discretion if the person is sentenced to imprisonment or a heavier punishment under criminal law and operates a disciplinary system to account for unethical or unjust behavior as defined by the Company's internal standards, beyond actions that violate enterprise value, i.e. embezzlement or breach of duty, or that infringe upon shareholders' equity interest as found by an external public agency. In addition, candidates for key management positions are checked and vetted against personnel information owned by the Company, including records on rewards and penalties, before they are recommended to the CEO. The list of candidates is determined upon discussion with the CEO and finalized after reporting to the Board.

- D. Whether a person who has been indicted or has a confirmed judgment on charges of embezzlement, breach of duty, or unfair trading practices under the Capital Markets Act, unfair application under the Fair Trade Act, or misappropriation of private interests, or has been indicted by the Securities and Futures Commission for violating accounting standards under the External Audit Act has been appointed as an executive officer as of the report submission date

As of the report submission date, none of the Company's executives have been indicted or have a history of convictions for embezzlement, breach of duty, unfair trade practices, unfair application, or misappropriation of private interests within the past five years.

- E. Status of shareholder derivative suit over the period commencing from the start date subject to disclosure to the date of submission

No shareholder derivative suit has been filed from the start date subject to disclosure to the date of submission.

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the Company to prevent people who are responsible for the defamation of the enterprise value or infringement of shareholders' equity interest from being appointed as an executive officer.

- (1) Insufficient parts and reasons

The Company is verifying suitability when appointing executive officers by comprehensively judging not only job expertise but also whether shareholder value is violated. However, these matters have not yet been stipulated in policy.

- (2) Plans and supplementary explanations

The Company will strive to review and improve overall measures to appoint, measure, and manage appropriate executive officers to enhance the corporate and shareholder value in the future.

[305000] (Key Principle 5) Independent directors should be able to independently participate in important corporate management decision-making and to supervise and support the management as a Board member.

[305100] (Sub-Principle 5-1) Corporate should identify, during the appointment stage of the process, that independent directors do not have significant personal interests in the corporate.

The Company complies with Sub-Principle 5-1. Please refer to below for detailed information.

A. Explain the overall conflict of interests between independent directors and the company as of the report submission date.

(1) Whether the independent director has previous experience working for the company or affiliated company and its details

Among the Company's independent directors, Director Sohn Hyun Chul served as a researcher at Hynix Semiconductor from 1997 to 2006. Other independent directors have no experience working for the Company or its affiliates.

Table 5-1-1: Tenure of independent director as of the report submission date

	Total tenure at the Company (months)	Total tenure at the Company including affiliates (months)
Ha Yung Ku	63	-
Han Ae Ra	51	-
Jeong Deog Kyoan	15	-
Kim Zeong Won	15	-
Yang Dong Hoon	3	-
Sohn Hyun Chul	3	-

(2) Explain details of transactions between a company in which an independent director is the controlling shareholder and the Company (including affiliates) over the past three years.

Over the past three years, there was no record of transactions between a company in which independent director is the controlling shareholder and the Company (including affiliates).

(3) Explain details of transactions between a company where the independent director serves as an executive or employee and the Company over the past three years.

Over the past three years, there was no record of transactions a company where the independent director serves as an executive or employee and the Company over the past three years.

(4) Whether the company has procedures and related regulations for verifying the above transaction

Implementation **Y(O)**

The Company, from the recommendation stage of independent directors, recommends and appoints candidates who 1) meet the qualifications set by related laws such as the Commercial Act, 2) are independent from the management and the largest shareholder, and 3) are experts in specific areas. Moreover, the Company discloses information about the candidates including their confirmed independence (interests) when announcing the agenda of the general meeting of shareholders.

On March 30, 2022, through the revision of the Independent Director Nomination Committee regulations, the Company applied the Global Standard to reinforce the independence and diversity requirements, thereby further strengthening the recommendation requirements for independent director candidates. Regulations have been added to strengthen independence, such as recommending a candidate who has not accepted or has a family member who has not accepted any payments from the Company or any parent or subsidiary of the Company in excess of \$60,000 annually within the last three years, who is not a family member of an individual who has been employed by the Company or by any parent or subsidiary of the Company as an executive officer within the last three years, among others. Also, regulations have been added to strengthen diversity, such as the committee should review, select, and recommend candidates for independent directors equally and fairly without discrimination based on gender, race, religion, ethnicity, nationality, and others.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the Company to identify independent directors who do not have significant personal interests in the corporate during the appointment stage of the process.

(1) Insufficient parts and reasons

The Company is making efforts to appoint independent directors who do not have a significant interest in the Company.

(2) Plans and supplementary explanations

The Company will try to thoroughly review and deliberate on independence and conflict of interest requirements in advance when electing independent directors in the future.

[305200] (Sub-Principle 5-2) Independent directors should put enough amount of time and efforts to sincerely fulfill their duties.

The Company complies with Sub-Principle 5-2. Please refer to below for detailed information.

A. Explain overall matters related to independent directors' sincere fulfillment of duties.

(1) Internal standards related to allowing independent directors to hold concurrent positions at other companies

Implementation Y(O)

The Company allows independent directors to have concurrent positions in another company only within the scope permitted by the Commercial Act.

(2) Current status of independent directors currently employed at other companies as of the report submission date

Independent directors' holding of concurrent positions as of the report submission date is as follows.

Table 5-2-1: Status of concurrent positions as independent directors

	Audit Committee member	Date of original appointment	Date of tenure expiration	Incumbent position	Status of concurrent position			
					Institution	Position	Tenure from	Listed institution
Ha Yung Ku	O	2019-03-22	2025-03-31	SK hynix Chair of Board	Blackstone Advisors Korea	President	2022-04	Non-listed
Han Ae Ra	O	2020-03-20	2026-03-31	Professor, School of Law, Sungkyunkwan University	CJ Co., Ltd	Independent director	2022-03	Listed (KOSPI)
Jeong Deog Kyoon	X	2023-03-29	2026-03-31	Chair Professor, College of Engineering at Seoul National University	-	-	-	-
Kim Zeong Won	O	2023-03-29	2026-03-31	Senior Advisor, Kim & Chang	Lunit Inc.	Independent director	2024-03	Listed (KOSDAQ)
Yang Dong Hoon	O	2024-03-27	2027-03-31	Professor Emeritus, Department of Accounting at Dongguk University	-	-	-	-
Sohn Hyun Chul	X	2024-03-27	2027-03-31	Professor, Department of Materials Science and Engineering at Yonsei University	-	-	-	-

B. Based on the above information, explain the reason and plans if there are any deficiencies for independent directors to put enough amount of time and efforts to sincerely fulfill their duties.

(1) Insufficient parts and reasons

As of the report submission date, three of six independent directors hold concurrent positions at one company other than the Company, and the remaining three do not hold concurrent positions. The Company's independent directors commit sufficient time and efforts to the Board activities while sincerely fulfilling their duties as directors also through the Council of Independent Directors and other educational sessions.

(2) Plans and supplementary explanations

The Company will actively strive to create an environment for independent directors to put enough amount of time and efforts to sincerely fulfill their duties.

[305300] (Sub-Principle 5-3) The corporate should provide enough amount of information and resources necessary for the independent directors' performance of duty.

The Company complies with Sub-Principle 5-3. Please refer to below for detailed information.

A. Explain the policy and current status of the Company to support independent directors' performance of duty in detail.

(1) Status of provision of human and material resources and internal information to independent directors

The Board Secretariat, the department that supports independent directors in dedicate, provides data requested by independent directors, such as management information and agendas of the Board and committees through the Board Information Service System. Also, the BOD (Board of Directors) Mobile application provides an environment through which independent directors can view management issues, the Board meeting agendas, and other general information about the Board, including financial information and emails, to enable them to perform their duties any time and anywhere.

(2) Status of dedicated personnel to respond to requests for information(data) requested by independent directors

Deployment of dedicated personnel Y(O)

The Company has established and adopted regulations to support independent directors in their execution of duties. To meet the needs of independent directors such as their requests for information, a Board Secretariat has been set up under the auspices of the Board.

(3) Status of the provision of training necessary for independent directors to perform their duties

Training provision Y(O)

To assist independent directors with their duties, the Company provides orientation and training, semiconductor technology training, site visits, and regular workshops. The orientation is provided for the newly appointed independent directors and consists of content such as an introduction to the Company and the semiconductor industry and a description of the duties of directors. In addition to the orientation, the Company provides independent directors with frequent technical training to enhance their understanding of the semiconductor industry and the manufacturing processes. The technical training is conducted by in house professionals in a customized, one on one manner and can be given upon request by independent directors or when deemed necessary by the Company.

Moreover, the Company hosts special semi-annual workshops for independent directors where they discuss key management agendas and technology trends. The Company also helps enhance the understanding of independent directors on the current status of the Company's manufacturing facilities and overseas businesses through visits to the Company's domestic and overseas business sites at least twice a year.

- (4) Details of the meeting held separately from BOD, attended only by independent directors over the period commencing from the start date subject to disclosure to the date of submission

Separate meeting for independent directors **Y(O)**

Over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission, a total of 15 meetings have been held. A Council of Independent Directors, consisting only of independent directors is operated, and the members of the Council seek professional and reasonable decision making by reviewing management agendas and agendas to be submitted to the Board beforehand, and the expert opinions raised during the in depth debates are reflected in all management activities.

Table 5-3-1: Details of Council of Independent Directors meetings

	AGM /EGM	Date of meeting	Number of independent directors attended	Total number of independent directors	Agenda	Remarks
1	AGM	2023-01-30	6	6	1. 75th(2022) Financial Statement (Proposal) 2. 75th(2022) Operating Report (Proposal) 3. Transactions with Overseas Subsidiaries (Proposal) 4. 2022 Internal Accounting Control System Operation Status 5. Disposal of Treasury Stocks 6. Transactions with SKHCL (Wuxi Production Corporation) (Proposal) 7. 2023 Safety and Health Plans (Proposal) 8. Appointment of Compliance Officer	Resolution Resolution Resolution Report Resolution Resolution Resolution Resolution
2	AGM	2023-02-20	6	6	1. Convening of the 75th(2022) Annual General Shareholders' Meeting (Proposal) 2. 2022 Internal Accounting Control System Operation Status Evaluation Results 3. 2022 Board of Directors Activity Evaluation Plans	Resolution Report Report
3	AGM	2023-04-17	7	7	1. Transactions with SK shieldus (Proposal) 2. Transactions with ASML (Proposal) 3. Decision on Remuneration of Outside Directors 4. Disposal of Treasury Stocks 5. Donation Contributions to the Korea Foundation for Advanced Studies (Proposal) 6. Transactions of SUPEX Promotion Committee Operational Expenses (Proposal) 7. 2023 Q1 Dividends (Proposal) 8. 2023 Q1 Business Performance	Resolution Resolution Resolution Resolution Resolution Resolution Resolution Report
4	AGM	2023-05-22	7	7	1. Donation Contributions for SV Joint Budget (Proposal) 2. Progress on Yongin Semiconductor Cluster 3. April 2023 Business Performance	Resolution Resolution Report
5	AGM	2023-06-26	7	7	1. Reversion of Icheon Road to Icheon City Free of Charge 2. 2022 Compliance management activities 3. Process of upgrading the Corporate Culture 4. May 2023 Business Performance	Resolution Resolution Report Report
6	AGM	2023-07-24	7	7	1. Disposal of Treasury Stocks 2. 2023 Q2 Dividends (Proposal) 3. Transactions with SK reits (Proposal) 4. Transactions with SK hyeng (Proposal) 5. 2023 Revised Business Plans (Proposal) 6. 2023 Q2 Business Performance	Resolution Resolution Resolution Resolution Resolution Report
7	AGM	2023-09-25	7	7	1. Progress on IR Activity 2. Selection of counterparty to issue heat supply agreement for collective energy business in the Yongin Cluster (Proposal) 3. August 2023 Business Performance	Report Report Report
8	AGM	2023-10-23	7	7	1. Donation Contributions for SV Joint Budget (Proposal) 2. Disposal of Treasury Stocks 3. Revision of Board of Directors Regulations (Proposal) 4. 2023 Q3 Dividends (Proposal) 5. Solidigm Re-structuring Progress Updates 6. 2023 Q3 Business Performance	Resolution Resolution Resolution Resolution Report Report
9	AGM	2023-11-20	6	7	1. 2024 Business Plans (Proposal) 2. 2024 Bonds Issue Delegation (Proposal) 3. October 2023 Business Performance 4. Transactions with SK planet (Proposal) 5. Transactions with SK ecoplant (Proposal) 6. Transactions with SK E&S (Proposal) 7. Transactions with SK energy (Proposal)	Resolution Resolution Report Resolution Resolution Resolution Resolution
10	EGM	2023-12-06	7	7	1. Major contents of reorganization and personnel appointments for executives in 2024	Report
11	EGM	2023-12-13	7	7	1. Donation Contributions (Proposal) 2. Transactions with SK square (Proposal) 3. Report results of 2023 Culture Survey	Resolution Resolution Report
12	AGM	2024-01-22	7	7	1. Transactions with SK ecoplant (Proposal) 2. 76th(2023) Financial Statement (Proposal) 3. 76th(2023) Operating Report (Proposal) 4. 2024 Health and safety plan (Proposal) 5. Transactions with SKHCL (Wuxi Production Corporation) (Proposal) 6. Appointment of Compliance Officer 7. Progress on changes to SUPEX Promotion Committee contribution standards	Resolution Resolution Resolution Resolution Resolution Resolution Report

	AGM /EGM	Date of meeting	Number of independent directors attended	Total number of independent directors	Agenda	Remarks
13	AGM	2024-02-19	7	7	1. Convocation of the 76th(2023) Annual General Meeting of Shareholders (Proposal) 2. 2023 Operational status of the internal accounting control system 3. Evaluation results of 2023 operational status of the internal accounting control system 4. Solidigm Biz. Business Environment Update 5. January 2024 Business Performance	Resolution Resolution Resolution Report
14	AGM	2024-04-22	6	6	1. 2024 Q1 Dividends (Proposal) 2. Determination of Independent Director remuneration 3. Disposal of Treasury Stocks 4. New Fab(M15x) Construction Plans (Proposal) 5. Transactions with SK ecoplant (Proposal) 6. Transactions of SUPEX Promotion Committee Operational Expenses (Proposal) 7. Donation Contributions to the Korea Foundation for Advanced Studies (Proposal) 8. 2023 Compliance management activities 9. 2024 Q1 Business Performance	Resolution Resolution Resolution Resolution Resolution Resolution Report Report
15	AGM	2024-05-20	6	6	1. Transactions with SK materials airplus (Proposal) 2. April 2024 Business Performance 3. NAND profitability improvement status	Resolution Report Report

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to provide enough amount of information and resources necessary for the independent directors' performance of duty.

(1) Insufficient parts and reasons

The Company provides sufficient information necessary for independent directors to perform their duties through operating a Council of Independent Directors, providing independent director orientation, training and workshops, and providing information and resources through the Board Secretariat.

(2) Plans and supplementary explanations

The Company will continue to provide necessary support to independent directors so that they can perform their duties smoothly in the future.

[306000] (Key Principle 6) To promote active performance of duties by the independent directors, their activities should undergo fair evaluation; and the decisions on their remuneration and reappointment should be made on the basis of the outcomes of such evaluation.

[306100] (Sub-Principle 6-1) Evaluation of the independent director should be based on the individual performance, and the evaluation of the independent director should be reflected in the decision on reappointment.

The Company complies with Sub-Principle 6-1. Please refer to below for detailed information.

A. Explain whether individual evaluations of independent directors are conducted and whether the evaluation results are reflected in reappointment.

(1) Whether individual evaluation of independent directors is conducted and the specific method thereof

Individual evaluation of independent directors Y(O)

Through the Board activities evaluation process of 2023 two improvement backlog items were chosen; the evaluation of the Compensation Committee and the leadership succession plan. The Company will strive to make improvements on these items.

The Board Secretariat reports the results of performance evaluation to the Board and then discloses to stakeholders through the Business Report and sustainability report. The results of 2023 are as follows.

[Evaluation of independent directors]

- 2023 Evaluation results of the Board activities (self-evaluation: score out of 5)

- Board of Directors: 4.6 points
- Sub-committee: 4.6 points
- Directors' self-evaluation: 4.6 points
- Audit Committee: 4.8 points
- Compensation Committee: 4.2 points

[Evaluation items]

- Board of Directors (19 items): organization, roles/responsibilities, operations
- Sub-committee (5 items): organization, roles, operations
- Directors' self-evaluation (5 items): roles/responsibilities, obligations
- Audit Committee (15 items): organization, roles, operations, reporting and external audit supervision, risk management and internal control supervision
- Compensation Committee (9 items): organization, roles, operations, evaluation/reporting system and leadership succession

(2) Measures to ensure fairness in evaluation of independent directors

The Company is conducting the evaluations through online surveys and is striving to improve the efficiency and transparency of the Board operations through multi-faceted evaluations of the Board and sub-committee activities.

(3) Whether the evaluation of independent directors is reflected in remuneration

Reflection on reappointment **N(X)**

The Company currently does not reflect the results of individual independent directors' self-evaluation and evaluation of the Board and sub-committee activities in reappointment. However, the Company is planning to reflect the evaluation on reappointment in the long term.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to evaluate the independent directors' performance individually and to reflect the evaluation results on reappointment.

(1) Insufficient parts and reasons

The Company currently evaluates individual independent directors' activities through self-evaluation and does not receive confirmation from a third party. Additionally, the results of the evaluation are not reflected in reappointment in order to ensure the independence.

(2) Plans and supplementary explanations

The Company will conduct the evaluation fairly and continue to review and implement ways to improve the Board activities based on the evaluation results.

[306200] (Sub-Principle 6-2) Independent directors' remuneration should be decided in amounts reflecting the appraisal result of the independent directors and the accountability & risks of fulfilling duties.

The Company complies with Sub-Principle 6-2. Please refer to below for detailed information.

A. Explain overall matters related to the compensation of independent directors.

(1) Contents of the compensation policy for independent directors, background for establishing the policy, and standards for calculating in detail.

Establishment of compensation policy for independent directors Y(O)

In accordance with Article 34 of the Company's Articles of Incorporation, independent directors are paid within the remuneration limits approved at the general meeting of shareholders. The Company discloses the remuneration it pays to its independent directors in the Business Report.

The remuneration of independent directors is determined at an appropriate level in consideration of the responsibilities and risks of performing their duties, as well as the time invested. In addition, in order to maintain the independence of independent directors, remuneration is not linked to self-evaluation, and compensation is differentiated between independent directors in consideration of their roles and responsibilities.

(2) Detailed amount and conditions related to stock options if granted

Stock options N(X)

Linked to performance N(X)

The Company does not grant stock options to independent directors. However, in order to strengthen the Board-centered responsible management system by linking compensation with corporate value enhancement, the Company is granting stock grants using treasury stocks starting from 2021.

Over the period commencing from the start date subject to disclosure to the date of submission, the Company disposed of 3,412 shares on August 4, 2023 and 2,731 shares on April 25, 2024 to pay the stock grant, and differentiated shares were distributed to independent directors in consideration of their roles and responsibilities.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to determine independent directors' remuneration in amounts reflecting the appraisal result of the independent directors and the accountability and risks of fulfilling duties.

(1) Insufficient parts and reasons

As described above, compensation is determined at an appropriate level taking into account the evaluation results of independent directors and the responsibilities and risks of job performance.

(2) Plans and supplementary explanations

The Company will continue to determine the compensation of independent directors at an appropriate level, taking into account their responsibilities for performing their duties in the future.

[307000] (Key Principle 7) The Board should be operated efficiently and rationally to ensure that the management decisions are made in the best interests of the corporation and shareholders.

[307100] (Sub-Principle 7-1) The Board should be held in principle, on a regular basis, and the corporate should prepare operational regulations that stipulate the authority, responsibility and operational procedures of the Board in detail.

The Company complies with Sub-Principle 7-1. Please refer to below for detailed information.

A. Explain overall matters related to the operation of the Board of Directors.

(1) Whether regular Board meetings are held and contents of regulations related to the operation of the Board

Regular Board meeting Y(O)

Regulations related to the operation of the Board of Directors Y(O)

The Company stipulates the general matters related to the operation of the Board in detail, such as regular Board meetings, operation procedures as well as the authorities and responsibilities of the Board, in the Articles of Incorporation and the Board Regulations. According to the Articles of Incorporation and the Board Regulations, the Board holds its regular Board meeting within 45 days after the closure of every quarter and is able to hold an extraordinary Board meeting under its necessity.

Board meetings are held more often than stipulated in the Articles of Incorporation and the Board Regulations, with 18 Board meetings held over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission. According to the Articles of Incorporation and Board Regulations, the notice of convocation of Board meetings is given two days before the meeting date with details of the meeting date, location and agenda. In case of emergency, the notice of convocation of Board meetings may be given by the day before the meeting date. In addition, with the consent of all directors, Board meetings may be held at any time without prior notice on convocation. The Articles of Incorporation and the Board Regulations are disclosed on the Company website and available to shareholders and stakeholders.

(2) Information on regular and extraordinary Board meetings over the period commencing from the start date subject to disclosure to the date of submission

Board meetings held over the period commencing from the start date subject to disclosure to the date of report submission are as follows:

	Date held	Date of agenda notification	Number of directors attended	Total number of directors	Classification	Agenda	Result
1st Regular	2023-01-31	2023-01-29	9	9	Resolution	1. 75th(2022) Financial Statement (Proposal)	Approved
			9	9	Resolution	2. 75th(2022) Operating Report (Proposal)	Approved
			8*	8*	Resolution	3. Transactions with Overseas Subsidiaries (Proposal)	Approved
			9	9	Resolution	4. Disposal of Treasury Stocks	Approved
			8*	8*	Resolution	5. Transactions with SKHCL(Wuxi Production Corporation) (Proposal)	Approved
			9	9	Resolution	6. 2023 Safety and Health Plans (Proposal)	Approved
			9	9	Resolution	7. Appointment of Compliance Officer	Approved
			9	9	Report	8. 2022 Internal Accounting Control System Operation Status	-
			9	9	Report	9. 2022 IB Payment Plans (Proposal)	-
2nd Regular	2023-02-22	2023-02-20	9	9	Resolution	1. Convening of the 75th(2022) Annual General Shareholders' Meeting (Proposal)	Approved
			9	9	Report	2. 2022 Internal Accounting Control System Operation Status Evaluation Results	-
			9	9	Report	3. 2022 Board of Directors Activity Evaluation Plans	-
			9	9	Report	4. 2022 Executive IB Payment Plans (Proposal)	-
3rd Regular	2023-03-29	2023-03-27	10	10	Resolution	1. Election of Committee Member within the Board of Directors	Approved
			10	10	Report	2. 2022 Board of Directors Activity Evaluation Results	-
4th Extra-ordinary	2023-04-03	2023-04-01	10	10	Resolution	1. Issuing of Overseas Convertible Bonds (Proposal) and Disposal of Treasury Stocks	Approved
5th Regular	2023-04-19	2023-04-17	10	10	Resolution	1. Transactions with SK shieldus (Proposal)	Approved
			10	10	Resolution	2. Transactions with ASML (Proposal)	Approved
			10	10	Resolution	3. Decision on Renumeration of Outside Directors	Approved
			10	10	Resolution	4. Disposal of Treasury Stocks	Approved
			10	10	Resolution	5. Donation Contributions to the Korea Foundation for Advanced Studies (Proposal)	Approved
			10	10	Resolution	6. Transactions of SUPEX Promotion Committee Operational Expenses (Proposal) (Note 1)	Other
			10	10	Resolution	7. 2023 Q1 Dividends (Proposal)	Approved
			10	10	Report	8. 2023 Q1 Business Performance	-
6th Extra-ordinary	2023-05-03	2023-05-01	10	10	Resolution	1. Transactions of SUPEX Promotion Committee Operational Expenses (Proposal)	Approved
7th Regular	2023-05-24	2023-05-22	10	10	Resolution	1. Transactions with Overseas Subsidiaries (Proposal)	Approved
			10	10	Resolution	2. Donation Contributions for SV Joint Budget (Proposal)	Approved
8th Regular	2023-06-28	2023-06-26	10	10	Resolution	1. Reversion of Icheon Road to Icheon City Free of Charge	Approved
			10	10	Report	2. 2022 Compliance management activities	-
9th Regular	2023-07-26	2023-07-24	10	10	Resolution	1. Donation Contributions for SV Joint Budget (Proposal)	Approved
			10	10	Resolution	2. Disposal of Treasury Stocks	Approved
			10	10	Resolution	3. 2023 Q2 Dividends (Proposal)	Approved
			10	10	Resolution	4. Transactions with SK reits (Proposal)	Approved
			10	10	Resolution	5. Transactions with SK hyeng (Proposal)	Approved
			10	10	Report	6. Solidigm Business Environment	-

			10	10	Report	7. 2023 Revised Business Plans (Proposal)	-
			10	10	Report	8. 2023 Q2 Business Performance	-
10th Regular	2023-08-23	2023-08-21	8*	8*	Resolution	1. Transactions with Overseas Subsidiaries (Proposal)	Not approved
11th Extra-ordinary	2023-09-05	2023-09-03	8*	8*	Resolution	1. Transactions with Overseas Subsidiaries (Proposal)	Approved
12th Regular	2023-10-25	2023-10-23	10	10	Resolution	1. Donation Contributions for SV Joint Budget (Proposal)	Approved
			10	10	Resolution	2. Disposal of Treasury Stocks	Approved
			10	10	Resolution	3. Revision of Board of Directors Regulations (Proposal)	Approved
			10	10	Resolution	4. 2023 Q3 Dividends (Proposal)	Approved
13th Regular	2023-11-24	2023-11-22	10	10	Resolution	1. Transactions with SK planet (Proposal)	Approved
			10	10	Resolution	2. Transactions with SK ecoplant (Proposal)	Approved
			10	10	Resolution	3. Transactions with SK E&S (Proposal) (Note 2)	Other
			10	10	Resolution	4. Transactions with SK energy (Proposal)	Approved
14th Regular	2023-12-18	2023-12-16	10	10	Resolution	5. 2024 Bonds Issue Delegation (Proposal)	Approved
			9	10	Resolution	1. Donation Contributions (Proposal)	Approved
			7*	8*	Resolution	2. Transactions with SK square (Proposal)	Approved
			9	10	Resolution	3. 2024 Business Plans (Proposal)	Approved
15th Regular	2024-01-24	2024-01-22	9	10	Report	4. Solidigm Monthly Update	-
			9	10	Resolution	1. 76th(2023) Financial Statement (Proposal)	Approved
			9	10	Resolution	2. 76th(2023) Operating Report (Proposal)	Approved
			9	10	Resolution	3. 2024 Health and safety plan (Proposal)	Approved
			8*	9*	Resolution	4. Transactions with SKHCL (Wuxi Production Corporation) (Proposal)	Approved
			9	10	Resolution	5. Transactions with SK ecoplant (Proposal)	Approved
			9	10	Resolution	6. Disposal of Treasury Stocks	Approved
16th Regular	2024-02-21	2024-02-19	9	10	Resolution	7. Appointment of Compliance Officer	Approved
			9	10	Report	1. Report on the progress of Mars PJT(Building an Advanced Package Site in the U.S.)	-
			9	10	Report	2. 2023 Operational status of the internal accounting control system	-
			9	10	Report	3. Evaluation results of 2023 operational status of the internal accounting control system	-
17th Extra-ordinary	2024-03-06	2024-03-04	10	10	Report	4. 2023 Board of Directors activity evaluation plan (proposal)	-
18th Regular	2024-03-27	2024-03-25	10	10	Resolution	1. Convocation of the 76th(2023) Annual General Meeting of Shareholders (Proposal)	Approved
19th Regular	2024-04-24	2024-04-22	10	10	Resolution	1. Formation of committee within the Board of Directors (Proposal)	Approved
			10	10	Resolution	1. 2024 Q1 Dividends (Proposal)	Approved
			10	10	Resolution	2. Determination of Independent Director remuneration	Approved
			10	10	Resolution	3. Disposal of Treasury Stocks	Approved
			10	10	Resolution	4. New Fab(M15x) Construction Plans (Proposal)	Approved
			10	10	Resolution	5. Transactions with SK ecoplant (Proposal)	Approved
			10	10	Resolution	6. Transactions of SUPEX Promotion Committee Operational Expenses (Proposal)	Approved
			10	10	Resolution	7. Donation Contributions to the Korea Foundation for Advanced Studies (Proposal)	Approved
			10	10	Report	8. 2023 Compliance management activities	-
			10	10	Report	9. 2024 Q1 Business Performance	-
20th Regular	2024-05-22	2024-05-20	10	10	Report	10. 2023 Board of Directors activity evaluation results	-
			10	10	Resolution	1. Transactions with SK materials airplus (Proposal)	Approved
					Report	2. Solidigm Biz. Business Environment Update	-

* Director Kwak Noh Jung has no voting rights as a special interested parties in transactions with SKHYCL and with SK hynix NAND Product Solutions Corp.

* Director Park Jung Ho and Director Park Sung Ha have no voting rights as a special interested parties in transactions with SK square

* Director Park Jung Ho and Director Kwak Noh Jung are duty of loyalty to transactions with overseas subsidiaries(SK hynix NAND Product Solutions Corp.) and do not have voting rights

(Note 1) Suspended due to measures to ensure fair share ratio between member companies are needed

(Note 2) Suspended due to reviews needed; the additional application items of LNG supply price adjustment and review of law firm regarding legal problem in the bidding process

Table 7-1-1: Status of Board meetings held over the period commencing from the start date subject to disclosure to the date of report submission

	Number of times held	Average period between agenda notification and the meeting (days)	Average attendance rate (%)
Regular	16	2	98
Extraordinary	4	2	100

B. Explain the policies provided by the company to help the Board of Directors make the best decision.

(1) Whether a compensation policy linked to the performance evaluation of each executive is established and disclosed

Whether executive compensation policy is established **Y(O)**

Whether compensation policy is disclosed **N(X)**

The company's director remuneration is paid within the director remuneration limit approved at the AGM. Among these, the compensation of executive directors consists of a basic annual salary, short-term performance incentives that reflect the management performance, etc., and long-term performance incentives related to the improvement of long-term corporate value. Any changes to this are subject to approval from the Compensation Committee. In addition, compensation for executive directors based on the executive compensation policy is paid after the reviews and approval of Compensation Committee based on the each executive director's performance.

(2) Subscription of executive liability insurance

Implementation **Y(O)**

The Company currently subscribes to executive liability insurance to protect the activities of executives. However, the insurance terms and conditions exclude the scope of compensation claims for actions unrelated to the performance of an executive's duties and criminal acts such as embezzlement, breach of duty, and fraud.

(3) Whether the interests of stakeholders that affect the company's continued growth and mid- to long-term profits are taken into consideration

Whether stakeholders are considered **Y(O)**

The Company is establishing policies to strengthen sustainable management by considering the interests of various stakeholders related to corporate activities, such as shareholders and creditors, as well as members, suppliers, and local communities.

Through its website, the Company discloses important policies such as human rights and labor policy, migrant worker policy, supply chain ESG management policy, and biodiversity declaration and policy. The Company also provides information on the various activities that carries out in the economic, social, and environmental sectors. In order to provide transparency to stakeholders, sustainability report is has been published every year since 2008.

In addition, special reports such as the TCFD report and human rights report are published irregularly in some areas such as the environment and human rights, and the reports can be found on the Company website.

C. Based on the above information, explain the reason and plans if there are any deficiencies for the company to hold the Board meeting regularly based on notification with sufficient time to review agendas and operational regulations.

(1) Insufficient parts and reasons

The Company has established regulations for the operation of the Board and subcommittees, and has also established stakeholder-related policies that can become the basis for the Company's sustainable growth to specifically set the direction of management activities. In addition, the Company delivers the agenda to directors with sufficient time before holding a Board meeting so that they can review it in advance.

(2) Plans and supplementary explanations

The Company plans to review whether to disclose related information so that investors can confirm that executive compensation is determined through appropriate internal processes and standards.

[307200] (Sub-Principle 7-2) The Board should record minutes in detail for every meeting and disclose the attendance rate of each director at the Board meeting and the activities such as the approval and disapproval on the agenda.

The Company complies with Sub-Principle 7-2. Please refer to below for detailed information.

A. Explain the preparation and preservation of the Board records and the disclosure of individual directors' activities.

(1) Whether minutes and transcripts of the Board meetings are recorded and preserved in detail and its related regulations

Implementation **Y(O)**

The Company prepares the Board meeting minutes and records the agenda, progress notes, results, objectors and reasons for opposition, and receives the signatures and seals of directors. Attendance rate of directors and resolutions are disclosed through Business Report and the Company website.

The minutes of the Board meetings are stored in-house under the responsibility of the Board Secretariat. The Company records the main discussions and resolutions of the Board, but does not disclose them externally due to the sensitivity of the contents and business confidentiality.

(2) Whether major discussions and resolutions within the Board of Directors are recorded for each individual director

Implementation **Y(O)**

The opinions of each individual director on major discussions and resolutions are recorded.

(3) Attendance rate and agenda approval rate of individual directors for the past three years

Individual directors' attendance rate and agenda approval rate for the past three years (2021 to 2023) are as follows.
(Amended approval is calculated as favorable opinions)

Table 7-2-1: Attendance rate and approval rate for the past three years

Name	Position	Tenure	Attendance rate (%)				Approval rate (%)			
			Average	Recent 3 years			Average	Recent 3 years		
				2023	2022	2021		2023	2022	2021
Shin Chang Hwan	Independent Director	2017.03.24~2023.03.29	100	100	100	100	98	100	100	95
Yoon Tae Hwa	Independent Director	2018.03.28~2024.03.22	100	100	100	100	96	93	100	95
Song Ho Keun	Independent Director	2018.03.28~2024.03.27	98	93	100	100	95	89	100	95
Cho Hyun Jae	Independent Director	2018.03.28~2024.03.27	100	100	100	100	96	93	100	95
Ha Yung Ku	Independent Director	2019.03.22~present	100	100	100	100	96	93	100	95
Han Ae Ra	Independent Director	2020.03.20~present	100	100	100	100	95	89	100	95
Jeong Deog Kyoan	Independent Director	2023.03.29~present	100	100	-	-	91	91	-	-
Kim Zeong Won	Independent Director	2023.03.29~present	100	100	-	-	91	91	-	-
Park Sung Ha	Other non-executive director	2023.03.29~present	100	100	-	-	90	90	-	-
Lee Seok Hee	Executive Director	2017.03.24~2022.03.30	100	-	100	100	98	-	100	95
Oh Jong Hoon	Executive Director	2019.03.22~2022.03.30	100	-	100	100	98	-	100	95
Noh Jong Won	Executive Director	2022.03.30~2023.03.28	100	100	100	-	100	100	100	-
Park Jung Ho	Executive Director	2016.03.18~2024.03.27	100	100	100	100	97	95	100	95
Kwak Noh Jung	Executive Director	2022.03.30~present	100	100	100	-	98	95	100	-

(4) Whether and how to disclose the activities of individual directors other than regular disclosure

Disclosure **Y(O)**

The Company discloses information regarding the resolution of the Board and training results of independent directors on its website, in addition to the Business Report and Corporate Governance Report.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to record minutes in detail for every meeting and disclose the attendance rate of each director at the Board meeting and the activities such as the approval and disapproval on the agenda.

(1) Insufficient parts and reasons

The Company is recording and preserving the Board minutes and disclosing the details of the Board activities through our website and corporate disclosures.

(2) Plans and supplementary explanations

The Company will continue to disclose related matters through corporate disclosure and the website transparently so that shareholders can check the details of the Board's activities.

[308000] (Key Principle 8) For an efficient operation, the Board should establish internal committees which are responsible for the performance of specific functions and roles.

[308100] (Sub-Principle 8-1) At least majority of members of the committees of the Board should be composed of independent directors, and all of the members of the Audit Committee and Remuneration (compensation) Committee should be comprised of independent directors.

The Company complies with Sub-Principle 8-1. Please refer to below for detailed information.

A. Explain the composition of committee members within the Board of Directors.

(1) Whether the majority of each committee is independent directors

Implementation **Y(O)**

To ensure efficient operation and professionalism of the Board, the Company has established and operates five specialized committees under the Board, consisting of the Audit Committee, Independent Director Nomination Committee, Sustainability Committee, Compensation Committee, and Strategy Committee. The role and composition of each committee are described in detail in Sub-Principle 4-1 of this report.

(2) Whether all the Audit Committee and Remuneration(Compensation) Committee members are independent directors

Implementation **N(X)**

As stipulated in each committee's regulations, all committees within the Board are comprised of a majority of independent directors, and the Audit Committee and Independent Director Nomination Committee are comprised entirely of independent directors. The Compensation Committee is comprised of four independent directors and one other non-executive director, and Board Chair Ha Yung Ku serves as the chairperson.

B. Based on the above information, explain the reason and plans if there are any deficiencies for the Board to compose the committees within the Board

(1) Insufficient parts and reasons

The Company's Compensation Committee consists of four independent directors and one other non-executive director.

(2) Plans and supplementary explanations

Director Jang Yong Ho was first appointed in March 2024 and participated in Compensation Committee for the first time this year. As the composition of the committee was newly decided this year, it is unlikely to change in the short term, but the Company will review measures to strengthen the independence of the Compensation Committee in the future.

[308200] (Sub-Principle 8-2) Organization, operation and the authority of all the committees should be stipulated in the express provision, and the committee should report the resolutions to the Board.

The Company complies with Sub-Principle 8-2. Please refer to below for detailed information.

A. Explain the organization and operation of committees within the Board.

(1) Whether stipulated regulations regarding the organization, operation, and authority of committees within the Board exist

Stipulated regulations **Y(O)**

The Company established the purpose, organization, operation, authority, and responsibilities of committees within the Board in stipulated regulations for each committee.

(2) Whether the committees' resolutions are reported to the Board

Report to the Board **Y(O)**

The results of each committee meeting are reported to the Board held immediately after the committee meeting, and the contents are disclosed through Business Reports and the Company website. The Company also evaluating the operation of each committee, including its composition, role, and performance.

(3) Status of the report of each committee resolutions to the Board over the period commencing from the start date subject to disclosure to the date of submission

While the Company does not established separate Internal Transactions Committee and Risk Management Committee, functions of the committees are taken up by the Audit Committee and the Board.

The status of the resolutions made by each committee within the Board and of the report to the Board is as follows:

Table 8-2-1: Meetings held by Independent Director Nomination Committee

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
1st	2023-01-17	3	3	Report	Deliberation on Independent Director candidates	-	-
2nd	2023-01-30	3	3	Report	Deliberation on Independent Director candidates (secondary)	-	-
3rd	2023-02-22	3	3	Resolution	Nomination of Independent Director candidates for the 75th Annual General Meeting of Shareholders (proposal)	Approved	O
4th	2024-01-17	2	3	Report	Deliberation on Pool of newly appointed independent director candidates for 2024	-	-
5th	2024-01-24	3	3	Report	Deliberation on Independent Director candidates who becomes Audit Committee member	-	-
6th	2024-02-05	3	3	Report	Deliberation on Independent Director candidates who becomes Audit Committee member	-	-
7th	2024-02-16	3	3	Report	Deliberation on Independent Director candidates who becomes Audit Committee member	-	-
8th	2024-02-19	3	3	Resolution	Nomination of Independent Director candidates for the 76th Annual General Meeting of Shareholders (proposal)	Approved	O

Table 8-2-2: Meetings held by Risk Management Committee

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
-	-	-	-	-	-	-	-

Table 8-2-3: Meetings held by Internal Transactions Committee

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
-	-	-	-	-	-	-	-

(4) Other committees within the Board

The Company established the Sustainability Committee to set up strategies for sustainable management and social value creation and to check the progress. The Sustainability Committee is comprised of three independent directors and one executive director as of the report submission date.

Details of the agenda discussed at the Sustainability Committee over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission are as follows:

[Meetings held by Sustainability Committee]

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
1st	2023-02-27	3	4	Report	1. Establishment of Global Compliance Consultative Body and Operation Plans	-	-
				Report	2. Compliance Review Results for Transactions with Happy Narae	-	-
2nd	2023-06-28	4	4	Report	1. PRISM 2030 goal management status and analysis of linkage between 2030 KPI and PRISM	-	-
				Report	2. Global Compliance Activities in 2022 & 2023	-	-
				Report	3. Environmental Management and Direction to Respond to Crisis	-	-
3rd	2023-12-21	4	4	Report	1. Major Initiatives and Plans for Human Rights Management	-	-
				Report	2. SK hynix Renewable Energy Procurement Status and Future Plan	-	-

4th	2024-04-26	4	4	Report	1. Comprehensive Report on RBA Activities	-	-
				Report	2. Report of Materiality Assessment Results of 2024	-	-
				Report	3. Conflict Mineral Management Status and Plan	-	-
				Report	4. Customer VoC and Implementation Plan related to RE100 Fulfillment Needs	-	-

On March 30, 2021, the Company expanded and reorganized the Compensation Committee, which was originally established on March 20, 2020, to review the upcoming AGM agenda for a ceiling amount of remuneration for directors, granting of stock options to management, including registered and non-registered executives, the specific remuneration for executive directors, the evaluation and compensation of representative director, the examination of executive director candidates, and matters that the representative director deems important and refers to the committee. The Compensation Committee consists of four independent directors and one other non-executive director.

Details of the agenda discussed at the Compensation Committee over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission are as follows:

[Meetings held by Compensation Committee]

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
1st	2023-01-17	6	7	Resolution	1. Change of Director LTI (proposal) (Note 1)	Approved	O
				Resolution	2. 2022 CEO KPI Performance Evaluation Results	Approved	O
				Report	3. Review of Remuneration Grade Linked with KPI in 2022	-	-
2nd	2023-02-22	6	7	Resolution	1. 2023 Inside Director Remuneration (proposal) (Note 2)	Approved	O
				Report	2. Review of 76th (2023) Ceiling Amount of Remuneration for Directors (proposal)	-	-
				Report	3. Review of Other Non-Executive Director Candidates (proposal)	-	-
3rd	2023-04-24	8	8	Resolution	1. Establishment of CEO KPI in 2023 (proposal) (Note 3)	Not approved	O
4th	2023-05-25	8	8	Resolution	1. Establishment of CEO KPI in 2023 (proposal)	Approved	O
5th	2023-06-28	8	8	Resolution	1. Changes to the CEO Remuneration System (proposal)	Approved	O
6th	2023-10-25	8	8	Report	1. Interim Inspection of CEO KPI Performance in 2023	-	-
7th	2024-01-24	8	8	Resolution	1. 2023 CEO KPI performance evaluation results (proposal)	Approved	O
				Resolution	2. Remuneration of Executive Directors in 2024 (proposal)	Approved	O
				Resolution	3. Review of Director Remuneration Limit for the 77th (2024) (proposal)	Approved	O
8th	2024-02-21	7	8	Resolution	1. Candidates for Executive Directors and Other Non-executive Directors (proposal) (Note 4)	-	-
9th	2024-03-06	8	8	Resolution	1. Candidates for Executive Directors and Other Non-executive Directors (proposal)	Approved	O
10th	2024-04-24	5	5	Resolution	1. Establishment of CEO KPI for 2024 (proposal) (Note 5)	Approved	O
				Resolution	2. Granting LTI to Executive Directors (proposal)	Approved	O

(Note 1) Amended approval was made through revision of LTI amount

(Note 2) Amended approval was made through revision of payment ratio

(Note 3) Review of the quantification aspect of the overall score and other indicators regarding CEO KPI in 2023 is needed

(Note 4) Held of to review the ratio of independent directors in the Board composition and expertise in technology of candidates

(Note 5) Conditional approval was made on the condition that among CEO KPI, OPM is divided by product and assessed in July with interim evaluation

The Company assigned additional roles to the Investment Strategy Committee, which was originally established on March 20, 2020, and changed its name to the Strategy Committee on March 30, 2021, to review annual management plans related to the Company's important business plans, strategies, investments, mid to long term strategies including the To-Be-Model of the Company, important strategic alliance investments, investments of less than 1.5% of shareholder equity considered as key investments by CEO, and other important corporate management matters. The Strategy Committee consists of three independent directors and two executive directors.

Details of the agenda discussed at the Strategy Committee over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission are as follows:

[Meetings held by Strategy Committee]

	Date held	Number of directors attended	Total number of directors	Agenda		Result	Report to the Board
				Classification	Detail		
1st	2023-07-26	3	4	Report	1. Investment to Respond to HBM/3DS Demand (proposal)	-	-
				Report	2. Custom HBMx Deployment Strategy	-	-
2nd	2024-05-22	5	5	Report	1. NAND Turn-around Plan	-	-
				Report	2. Demand Forecasting Process and Improvement Plan (proposal)	-	-

- B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to establish stipulated regulation on organization, operation and the authority of all the committees in the Board, and to report the committees' resolutions to the Board.

- (1) Insufficient parts and reasons

The Company established stipulated regulations regarding the operation of committees within the Board, and resolutions are reported to the Board.

- (2) Plans and supplementary explanations

The Company will try to operate each committee in the Board in accordance with appropriate regulations.

[400000] 4. Audit Systems

[409000] (Key Principle 9) Internal auditing bodies such as the Audit Committee and the internal auditor should perform their auditing duties faithfully by maintaining independence from the management and controlling shareholders, and the details of key activities of internal auditing bodies should be disclosed.

[409100] (Sub-Principle 9-1) Internal auditing bodies such as the Audit Committee and the internal auditor should secure independence and professionalism.

The Company complies with Sub-Principle 9-1. Please refer to below for detailed information.

A. Explain the composition of the internal audit organization.

(1) Composition of the internal audit organization

Audit Committee Y(O)

The Company stipulates the independence of the Audit Committee in Article 2-2 of the Audit Committee regulations to sufficiently secure its independence and professionalism and appoints independent directors who would faithfully carry out their duties as members of the Audit Committee.

Table 9-1-1: Composition of Audit Committee

	Composition		Career and qualifications related to auditing	Remarks
	Role	Position		
Han Ae Ra	Chairman	Independent director	-	Audit Committee member (2020.03.20~present)
Ha Yung Ku	Member	Independent director	- Chairman, Korea Federation of Banks (2014~2017) - Chairman & CEO, Citigroup Korea (2004~2014) - CEO, Koram Bank (2001~2004) - M.B.A., Kellogg School, Northwestern University	Audit Committee member (2020.03.20~present)
Kim Zeong Won	Member	Independent director	- Managing Director and Treasury GPO Regulatory Execution Governance Lead, Citibank, New York (2018~2022) - Managing Director and CFO, Citibank Korea Inc. (2010~2018) - M.B.A, Booth School, The University of Chicago	Audit Committee member (2023.03.29~present)
Yang Dong Hoon	Member	Independent director	- Professor Emeritus, Department of Accounting at Dongguk University (2007~present) - Distinguished Professor of Accounting, Korean Accounting Association and Samil PwC (2021~2022) - Chairman of Accounting advisory committee, Korea Communications Commission (2018~2019) - 36th President, Korean Accounting Association (2017~2018)	Audit Committee member (2024.03.27~present)
Shin Chang Hwan	Member	Independent director	-	Audit Committee member (2017.03.24~2023.03.29)
Yoon Tae Hwa	Member	Independent director	- Professor, Korea Banking Institute (1989~1998) - CPA, Ahn Kwon & Co. (accounting firm) (1985~1987) - Certified Public Accountant (acquired in Dec 1985) - Ph.D. in Business Administration, Yonsei University - B.S. in Business Administration, Yonsei University	Audit Committee member (2018.03.28~2024.03.22)

(2) Policy to secure the independence and expertise of the internal audit organization

Accounting or financial experts Y(O)

The Audit Committee is currently comprised of four independent directors only. The Company appointed one accounting expert and two financial expert to the committee, thereby exceeding the minimum legal requirements under the Commercial Act and related regulations.

B. Explain overall matters related to operation of the internal audit organization.

- (1) Whether separate regulations governing the operational goals, organization, authority and responsibility of the internal audit organization are established
Internal audit organization regulations Y(O)

The purpose of the Audit Committee is to conduct audits on the accounting and operation of the Company. In addition, the committee makes deliberations and resolutions on the agenda delegated by the Board and supervises the performance of the management to make sure that the directors and management are able to make reasonable judgments on management decision making. The operation purpose, structure, authorities and responsibilities of the Audit Committee are stipulated in the Audit Committee Regulations which is disclosed on the Company website.

- (2) Status of provision of training required to perform audit work

Training provision Y(O)

In order to enhance the expertise of Audit Committee members, the Company provides professional seminar opportunities and regular meetings with independent auditors at least once a quarter. The Audit Committee may require management, executives in charge of finance, the head of the internal audit team, and independent auditors to attend meetings when deemed necessary for the execution of duties and may ask for the counseling of outside experts at the Company's expense when necessary.

Training provided to the Audit Committee during the period subject to disclosure is as follows.

Date	Training provider	Attendant	Reason for absence	Main contents
'23.04.14	Board Secretariat	Kim Zeong Won	Training for specific Audit Committee members	·Orientation for new Audit Committee members - Report on internal transaction management status - Report on ethical management
'23.04.14	Board Secretariat	Yoon Tae Hwa Kim Zeong Won	Training for specific Audit Committee members	·Audit Committee Workshop - Key issues of external audit in 2023 - Points of auditing consolidated internal accounting management system - Understanding the revised international ethical standards
'23.07.03	Samjong KPMG ACI	Kim Zeong Won	Training for specific Audit Committee members	·Shareholder activism and the Board paradigm ·Role of Audit Committee in supervising the independence of external auditors and discussing key issues ·Role of the Board in M&A decision-making ·ESG management and the Board response
'23.11.09	Deloitte Group Korea Corporate Governance Development Center	Yoon Tae Hwa	Training for specific Audit Committee members	·Effects of transparent disclosure and new external audit law ·Roles and responsibilities of audit committee members ·Flow of work change using AI and big data ·Obligation to investigate and report fraud
'24.04.08	Board Secretariat	Yang Dong Hoon	Training for specific Audit Committee members	·Orientation for new Audit Committee members ·Report on internal transaction management status ·Report on ethical management and organization
'24.04.08	Board Secretariat	Han Ae Ra Ha Yung Ku Kim Zeong Won Yang Dong Hoon	All members attended	·Audit Committee Workshop - Organization of SK hynix internal audit department - Measures to strengthen internal control against Fraud Risk - External audit debrief for FY2023 - Understanding of revised accounting auditing standards (ISA600)
'24.05.23	Samil PwC Governance Center	Han Ae Ra Kim Zeong Won Yang Dong Hoon	Training for specific Audit Committee members	·Understanding stakeholder capitalism from an ESG perspective and the Board response ·Problems and tasks of the Board of Korean corporated ·Role of the Board and independent directors in the new environment

- (3) Whether support such as external expert advisory, etc. is implemented

External expert advisory Y(O)

In accordance with Article 13 of the Regulations of Audit Committee, the Company may seek advice from experts at the Company's expense, and the Audit Committee utilizes external experts to enhance independence and expertise when evaluating the operation of the Company's internal accounting management system.

The details are as follows:

- Article 13 of the Regulation s of the Audit Committee (Attendance of the Person Concerned, etc.)

② The Committee may require the consulting of external experts at the expense of the Company when deemed necessary.

- (4) Matters related to regulations related to investigation of management's misconduct, information on management's internal audit organization, and cost support, etc.

Regulations on investigation procedure Y(O)

The Audit Committee has been given the authority to investigate the fraudulent act of the management and to be backed by support on related information and cost.

The details are as follows:

- Article 12 of the Regulations of the Audit Committee (Items for Consideration)

(7) The receipt of the report on the matters of fraudulent act on the performance of the directors and violations of the laws and regulations from auditors

- Article 13 of the Regulations of the Audit Committee (Attendance of the Person Concerned, etc.)

② The Committee may require the consulting of external experts at the expense of the Company when deemed necessary.

- (5) Accessibility of the internal audit organization to information related to matters that may have a significant impact on corporate management

Procedures for internal audit organization to access information Y(O)

The Audit Committee members shall be able to require and be reported on the management information necessary for the audit operation. The authority of the Audit Committee to access critical information and to receive reports from the management is well stipulated in the Audit Committee Regulations as follows:

- Article 3 of the Regulations of the Audit Committee

③ The Committee can require the reporting of directors on sales, and be able to investigate on the financial status of the Company.

④ The Committee shall be able to require the sales reporting of subsidiaries when it is necessary to perform its duties. In this case, when subsidiaries do not report immediately, or when there is a need to check the content of the report, the committee shall be able to investigate the operation and financial status of the subsidiaries.

In addition, on receiving orders from the Audit Committee, the Head of Ethics Management shall monitor and check fraudulent and unethical acts of the management that may occur or are expected based on ① online, offline and written reports, ② findings from the internal audit and control activities, and ③ items given by the Audit Committee.

When the CEO or other top management is the subject of a fraudulent act, the Audit Committee may appoint outside experts to make sure that the investigation is conducted in an objective manner and have the results reported to the Audit Committee. When punishment is necessary based on the results, the Audit Committee shall ask the HR department for the duly required punishment.

- C. Explain the support organization for internal audit organization.

- (1) Establishment of support organization for internal audit organization

Support organization Y(O)

In order to receive instructions from the Audit Committee and carry out overall support of the committee from an independent position, the Company established a separate Audit Committee support team within the Board Secretariat in February 2020. The team is established under the Board Secretariat and is comprised of three members including the Board Secretariat executive officer. The Audit Committee support team is supporting operations of the Audit Committee and performance of the committee members.

In addition, the Head of Ethics Management department, which is responsible for conducting company-wide management diagnosis and internal audit and operating an ethics practice system for executives and employees and BP, is comprised of 31 persons in total including one executive officer and five team leaders. The department is reporting the audit report to the Audit Committee every other month.

- (2) Whether the independence of support organization for internal audit organization is secured

Independence of the support organization **Y(O)**

The Audit Committee support team is comprised of one member with more than 20 years of legal affairs and the Board support work and one member with audit work experience, thus providing expert support to the Audit Committee. The appointment and dismissal of members of the Audit Committee support team will follow a consultation procedure with the Audit Committee. Thus, the support team has secured independence from the management.

The details are as follows:

- Article 12 of the Regulations of the Audit Committee (Items for Consideration)

(13) Prior consent regarding the appointment and removal of the person in charge of the internal audit department

(15) Results of evaluation for the head of the internal audit department of the CEO

-Article 16 of the Regulations of the Audit Committee (Internal Audit Subcommittee)

③ The Committee shall be entitled to set standards for matters regarding the establishment, operation, hiring of professional assistant personnel, business expenses, etc. of the subcommittee.

- D. Explain whether compensation is paid at a level that corresponds to the legal responsibilities and supports faithful performance of duties of audit committee members.

- (1) Whether independent remuneration policy for audit committee members is established

Independent compensation policy **N(X)**

The Audit Committee members do not receive additional remuneration other than remuneration received as independent directors. The Company considers an appropriate level of remuneration that allows the Audit Committee member's faithful conduct of duties.

- (2) Remuneration ratio compared to independent directors who are not audit committee members

Remuneration ratio **1.02**

The remunerations for the Audit Committee members and independent directors in 2023 are as follows:

	Number of people	Total remuneration (KRW million)	Average remuneration per person (KRW million)
Independent director (excluding Audit Committee members)	3	441	158
Audit Committee Member	4	645	161

※ Number of people is as of December 31, 2023

※ Total remuneration and average remuneration per person are based on the cumulative total for the period.

※ Average remuneration per person is calculated by dividing the total remuneration by the average number of people during the period.

- E. Based on the above information, explain the reason and plans if there are any deficiencies for the company to secure independence and professionalism of internal auditing bodies.

- (1) Insufficient parts and reasons

The Company's Audit Committee consists of four independent directors, including three experts in finance, accounting, and finance, and has the authority to investigate major issues such as management issues and management misconduct and has a professional support organization. In addition, the Company secure independence and expertise by holding regular meetings with external auditors to receive reports on major issues without the Company's participation.

- (2) Plans and supplementary explanations

The Company will focus on securing the independence and expertise of the Audit Committee and strive to ensure that the internal audit organization can faithfully perform audit work from an independent standpoint in the future.

- (3) (If an audit committee is not established) The reason for not establishing an audit committee and whether there are plans to establish an audit committee in the future.

The Company established the Audit Committee.

[409200] (Sub-Principle 9-2) Internal auditing bodies, such as Audit Committee and Auditor, should execute auditing work with sincerity e.g. hosting regular meetings and transparently disclose the details of activities.

The Company complies with Sub-Principle 9-2. Please refer to below for detailed information.

A. Explain overall matters related to the activities of the internal audit organization, such as the status of regular meetings held.

- (1) Details of regular activities (meetings), such as audit activities of the internal audit organization, external auditor appointment procedures, and evaluation of the operation status of the internal accounting management system, from the start date subject to disclosure to the date of submission

Regular meetings Y(O)

The Audit Committee of the Company has held meetings more than once a quarter to conduct an audit on the accounting and operation of the Company, and 17 meetings were held over the period commencing from the start of the year immediately preceding the period subject to disclosure to the date of report submission. The Audit Committee has received reports on financial results, fiscal year end accounting audit results, and internal audit results and plans.

According to the amendment of the Act on External Audit of Stock Companies in November 2018, the Company has authorized the Audit Committee to appoint independent auditors, revised the Audit Committee Regulations, and has set up necessary evaluation standards and procedures for the appointment of independent auditors. Based on the Audit Committee Regulations, the same independent auditor is appointed for three consecutive business years.

The Company appointed Samjong KPMG as an external auditor for six consecutive fiscal years from 2014 to 2019. Thereby, the Company is subject to the periodic auditor designation system according to Article 11, Paragraph 2 of the Act on External Audit of Stock Companies and Article 15 of the Presidential Decree since 2020. Samil PWC was designated as an independent external auditor by the Securities and Futures Commission for three consecutive fiscal years from 2022 to 2022. Due to the end of the designated audit period, it is necessary to appoint a new auditor in 2023, so the Company appointed Samjong KPMG as an external auditor for three consecutive business years from 2023 to 2025.

The representative of the Company and the internal accounting control manager checked the operational status of the internal accounting control system each year and reported the results to the Audit Committee. The Audit Committee, which receives the evaluation of the operational result of the internal accounting control system, concluded that it is effectively designed and operated in line with the regulations of the Internal Accounting System. Thus the CEO reported evaluation results of the Audit Committee and the opinions of the auditors on the operation of the internal accounting control system every year to the AGM.

The details of the Audit Committee meetings held over the period commencing from the start date subject to disclosure to the date of submission are as follows:

	Date held	Number of directors attended	Total number of directors	Agenda		Result
				Classification	Detail	
1st	2023-01-30	4	4	Report	1. 2022 Internal Accounting Control System Operation Status	-
				Report	2. Report on Ethical Management Work	-
				Report	3. Report on 2023 Fiscal Year Audit Plans	-
				Report	4. Execution of Non-audit Work	-
				Report	5. Impact Review of Digital Tax Pillar2 on SK hynix	-
2nd	2023-02-20	4	4	Resolution	1. Report on 2022 Internal Accounting Control System Operation Status Evaluation (proposal)	Approved
				Report	2. Report on Business Diagnosis Result Execution	-
3rd	2023-03-20	4	4	Resolution	1. Legality Study on Items and Documents to be Submitted to the 75th Annual General Shareholders' Meeting	Approved
				Resolution	2. Audit Report (proposal)	Approved
				Resolution	3. Opinion on Internal Auditing Devices (proposal)	Approved
				Resolution	4. Transactions with SK Inc. (proposal)	Approved
				Report	5. Report on Ethical Management Work	-
4th	2023-04-24	4	4	Resolution	1. Non-audit Work Pre-approval Policy (proposal)	Approved
				Report	2. 2022 Outside Auditor Evaluation Plans (proposal)	-
				Report	3. Report on Non-audit Work Execution	-
				Report	4. Report on Regular SHE Diagnosis Result Execution Plans	-
5th	2023-05-22	4	4	Report	1. Report on 2023 Consolidated Internal Accounting Control System Operation Plans	-
				Report	2. Report on Ethical Management Work	-
6th	2023-06-26	4	4	Resolution	1. Transactions with SK Inc. (proposal)	Approved
				Report	2. Report on Non-audit Work Execution	-
				Report	3. Evaluation Results of External Auditor on 2022	-

7th	2023-07-24	4	4	Resolution	1. Transactions with SK siltron (proposal) (Note 2)	Not approved
				Resolution	2. Transactions with Narae Energy Service Co., Ltd. (proposal)	Approved
				Report	3. Report on 2023 first half of year financial settlement	-
				Report	4. Report on Ethical Management Work	-
				Report	5. Review of the Consolidated Internal Accounting Control System Evaluation Service in 2023	-
8th	2023-08-09	4	4	Resolution	1. Transactions with SK siltron (proposal)	Approved
9th	2023-09-25	4	4	Resolution	1. Transactions with SK Inc. (proposal)	Approved
				Report	2. Report on Non-audit Work Execution	-
				Report	3. Report on Ethical Management Work	-
10th	2023-10-23	4	4	Report	1. Report on Regular SHE Diagnosis Result Execution Plans	-
				Report	2. 2023 Internal Accounting Control System Operation Status Evaluation Progress Status	-
11th	2023-11-20	4	4	Report	1. 2023 Member Company Ethical Management Level Assessment Results	-
				Report	2. 2023 Leaders by Example Inspection Results	-
				Report	3. Report on Ethical Management Work	-
12th	2023-12-13	4	4	Resolution	1. Transactions with SK specialty (proposal)	Approved
				Resolution	2. Transactions with SK trichem (proposal)	Approved
				Resolution	3. Transactions with SK siltron (proposal)	Approved
				Resolution	4. Transactions with SK telecom (proposal)	Approved
				Resolution	5. Transactions with SK Inc. (proposal)	Approved
				Resolution	6. Transactions with SKMR airplus (proposal)	Approved
				Resolution	7. Transactions with SK hyeng (proposal)	Approved
				Resolution	8. Transactions with Chungcheong Energy Service (proposal)	Approved
				Report	9. Execution of Non-audit Work	-
13th	2024-01-22	4	4	Report	10. Confirmation of External Auditor's Audit Hours and Remuneration in 2024 (proposal)	-
				Report	1. Report on Ethical Management Work	-
				Report	2. Results of Inspection on Business Diagnosis Implementation	-
14th	2024-02-19	4	4	Report	3. 2024 Ethical Management Work Plan	-
				Resolution	1. Report on 2023 Internal Accounting Control System Operation Status Evaluation (proposal)	Approved
				Resolution	2. Grounds for Commencement of Auditing Subsidiaries and Improvement of Procedure (proposal)	Approved
				Report	3. Report on 2023 Internal Accounting Control System Operation Status	-
15th	2024-03-18	4	4	Report	4. Report on Audit Results for FY2023	-
				Resolution	1. Legality Study on Items and Documents to be Submitted to the 76th Annual General Shareholders' Meeting	Approved
				Resolution	2. Audit Report (proposal)	Approved
				Resolution	3. Statement of opinion on the internal monitoring system (proposal)	Approved
				Resolution	4. Transactions with SK Inc. (proposal)	Approved
				Report	5. Report on Non-audit Work Execution	-
16th	2024-04-22	4	4	Report	6. Report on Ethical Management Work	-
				Resolution	1. Appointment of the Audit Committee Chairman	Approved
				Report	2. Report on Non-audit Work Execution	-
17th	2024-05-20	4	4	Report	3. Report on Inspection of External Audit Implementation for FY2023	-
				Report	1. Report on 2024 Consolidated Internal Accounting Control System Operation Plans	-
				Report	2. Report on Ethical Management Work	-

(Note 1) Amended approval was made with pre-approval of Audit Committee. Non-audit services related to the claim for reassessment was excluded from the pre-approval agenda list.

(Note 2) Not approved due to the need for additional reporting and re-deliberation on the validity of the payment of advance payments and the establishment of transfer security

- (2) Whether there are internal regulations related to the preparation and preservation of audit meeting minutes, audit records, and reporting procedures at general shareholders' meetings

Internal regulations Y(O)

The Company has installed the Audit Committee Regulations and the Regulations of the Internal Accounting Control to stipulate the operation procedure of the Audit Committee, taking and storing of meeting minutes, and reporting procedures to the shareholders meeting. In particular, based on the Commercial Act and the Audit Committee Regulations, the Audit Committee issues its opinion at the shareholders meeting after investigating the legitimacy of the agenda and documents to be submitted for the shareholders meeting. Audit Committee meeting minutes are written after each meeting and are stored with the signatures of attending committee members. The activities of the Audit Committee are disclosed in the Business Report and on the Company website.

- (3) (If an audit committee is established) Details of audit committee meetings held and attendance of individual directors from the start date subject to disclosure to the date of submission

Details of Audit Committee meetings are shown in the table above, and the attendance details of individual directors for the past three years (2021 to 2023) are as follows.

Table 9-2-1: Audit committee attendance rate of individual directors over the past three years

	Position	Attendance rate (%)			
		Average	Recent 3 years		
			2023	2022	2021
Shin Chang Hwan	Independent director	100	100	100	100
Yoon Tae Hwa	Independent director	100	100	100	100
Ha Yung Ku	Independent director	100	100	100	100
Han Ae Ra	Independent director	100	100	100	100
Kim Zeong Won	Independent director	100	100	-	-

- B. Based on the above information, explain the reason and plans if there are any deficiencies for internal auditing bodies to execute auditing work with sincerity.

- (1) Insufficient parts and reasons

The Audit Committee faithfully carries out audit-related work, including holding regular meetings.

- (2) Plans and supplementary explanations

The Company will faithfully perform audit-related work and strive to disclose it transparently in the future

[410000] (Key Principle 10) In order to make certain that the shareholders and other users have confidence in the corporate financial information, an independent auditor must perform his/her auditing tasks fairly and independently from the corporation audited, including its management and controlling shareholders.

[410100] (Sub-Principle 10-1) Internal auditing bodies should prepare and operate the policy to secure the independence, and professionalism when they appoint independent auditors.

The Company complies with Sub-Principle 10-1. Please refer to below for detailed information.

A. Explain the policy regarding independent auditor appointment and its operation.

(1) Explain the appointment policies to secure the independence and expertise of independent auditors, and whether there are any concerns about defaming the independence of independent auditors.

Appointment policy **Y(O)**

Concerns that can defame independence **N(X)**

According to Article 4 (Companies Subject to External Audit) of the Act on External Audit of Stock Companies, the Company makes sure that independent auditors conduct fair audits on the accounting information with an independent perspective from the Company, management and controlling shareholders. Independent auditors were appointed based on an overall assessment of their audit experience, the scale of the accounting company, audit quality including an understanding of the Company and the efficiency of the audit, and other competency factors. The Audit Committee evaluates the results of the audit activities of the independent auditors every year, including the appropriateness of the audit, cooperation with the audit department, status of disciplinary actions and periodic replacement of the partner in charge of auditing.

In addition, in order to secure the independence of the independent auditor, the contract on core audits and non-audit services with the independent auditor and partner accounting companies must acquire the prior approval of the Audit Committee. The contract is approved based on a review of compliance with Article 21 (Restrictions on Functions) of the Certified Public Accountant Act and Article 14 (Restrictions on Functions) of the Presidential Decree of the same Act, as well as conflicts of interest, the necessity of the contract and the feasibility of remuneration.

(2) Meetings related to the appointment of independent auditors and matters discussed at each meeting

The Company appointed Samjong KPMG as an external auditor for six consecutive fiscal years from 2014 to 2019. Thereby, the Company is subject to the periodic auditor designation system according to Article 11, Paragraph 2 of the Act on External Audit of Stock Companies and Article 15 of the Presidential Decree since 2020. Samil PWC was designated as an independent external auditor by the Securities and Futures Commission for three consecutive fiscal years from 2022 to 2022. Due to the end of the designated audit period, it is necessary to appoint a new auditor in 2023, so the Company appointed Samjong KPMG as an external auditor for three consecutive business years from 2023 to 2025.

In this regard, the Audit Committee deliberated on the independent auditor appointment plan for FY2023 to FY2025 and '2023 Independent Auditor Contract Plan (proposal)' on August and November 2022, respectively.

(3) Whether an assessment of an independent auditor's audit plan is faithfully implemented after the audit

The Audit Committee periodically checks and inspects the independent auditor's performance and the audit details, such as time and manpower spent for the audit and whether they are in compliance with the original audit plan, and evaluates the performance for reference when establishing the plan for the following year.

(4) Grounds and cost spent on consulting or non-audit services provided through an independent auditor or its affiliates

For the past two years, the Company has conducted non-audit services with independent auditors on the matters listed in the table below. The services conducted were the market or tax issues that require an understanding of the semiconductor industry and the specificity of the business. Therefore, the Company conducted the services with independent auditors who are well aware of the special situation of the semiconductor industry and the business. In order to conduct the non-audit services fairly and maintain the independence of independent auditors, the Company has concluded the non-audit service contract after obtaining approval from the Audit Committee. In addition, the Audit Committee and independent auditors hold meetings without the Company's participation every quarter to be briefed on the status of non-audit services in progress.

In accordance with Article 10 of the Act on External Audit of Stock Companies, etc., the Company appointed Samjong KPMG as an independent auditor for the business year from 2023 to 2025, at the 9th Audit Committee held on September 26, 2022, in consideration of its ability to carry out audit work and its

expertise in domestic and foreign related laws. In the case of non-audit work, the Audit Committee operates it by minimizing the amount of advice that is not likely to infringe on independence. In addition, Audit Committee have been regularly briefed on the status of non-audit work and continue to supervise the independence of independent auditors.

The status of the contract for audit and non-audit services with independent auditors over the period commencing from the start date subject to disclosure to the date of submission is as follows:

[Audit contracts with independent auditor]

(Unit: KRW million, Hours)

	Auditor	Details	Renumeration	Time spent
76th (2023)	Samjong KPMG	Quarterly and half yearly review, Audit on the separate financial statements, Audit on the consolidated financial statements, Audit of internal accounting system	2,800	26,643
75th (2022)	Samil PWC	Quarterly and half yearly review, Audit on the separate financial statements, Audit on the consolidated financial statements, Audit of internal accounting system	3,200	27,120

[Non-audit contracts with independent auditor]

(Unit: KRW million)

	Date of contract	Details	Service period	Renumeration	Remarks
76th (2023)	'23.10.20	Raw material price market research service contract	'23.10.20~'23.10.31	95	Samjong KPMG
	'23.07.26	Advancement of strategic material management system	'23.07.26~'23.12.29	712	Samjong KPMG
	'23.07.17	Tax data submission service for international transactions	'23.07.17~'23.12.31	272	Samjong KPMG
	'23.04.01	Advisory on compliance management system certification	'23.04.01~'23.06.15	134	Samjong KPMG
	'23.03.29	Advisory on transfer pricing for outsourced processing services	'23.03.29~'23.12.31	25	Samjong KPMG
	'23.01.31	Corporate tax and local income adjustment service contract	'23.01.31~'23.04.30	45	Samil PWC
	'23.01.03	Private bond issuance service	'23.01.03~'23.01.31	200	Samil PWC
75th (2022)	'22.12.19	Advancement of analysis regarding TCFD based climate change scenario and related financial impact	'22.12.19~'23.05.18	145	Samil PWC
	'22.10.31	Tax advisory service contract	'22.10.31~'23.03.31	100	Samil PWC
	'22.09.30	Bond entrustment service contract	'22.09.30~'23.03.31	10	Samil PWC
	'22.09.30	Service for correction request and tax complaint	'22.09.30~'24.09.24	Payoffs proportional to recovery amounts	Samil PWC
	'22.09.01	Confirmation form related to reporting on performance of the bond management contract	'22.09.01~'23.03.31	10	Samil PWC
	'22.03.02	Response to local tax investigation of FY2022	'22.03.02 ~ Final completion	65	Samil PWC

B. Based on the above information, explain the reason and plans if there are any deficiencies for the company to secure independence and professionalism in procedures to appoint independent auditors.

(1) Insufficient parts and reasons

The Company has established and is operating sufficient policies to ensure independence and expertise when appointing independent auditors.

(2) Plans and supplementary explanations

The Company will strive to secure independence and expertise so that independent auditors can perform audit work fairly from an independent standpoint in the future.

[410200] (Sub-Principle 10-2) Internal auditing bodies should communicate with the independent auditors periodically in every phase of audit pipeline such as independent auditing and audit result reporting etc.

The Company complies with Sub-Principle 10-2. Please refer to below for detailed information.

A. Explain the details of communication between the internal auditing body and independent auditors.

(1) Whether the internal auditing body and independent auditors discuss major audit-related matters at least once a quarter without the attendance of management
Implementation Y(O)

The Audit Committee holds a quarterly independent meeting with the independent auditor without the participation of company representatives. Through this regular meeting, key matters related to the independent audit are discussed and thus there is sufficient communication with the independent auditor regarding all stages of the independent audit process.

Table 10-2-1: Communication between the Audit Committee and the independent auditor

	Date held	Quarter	Details
1st (Video conference)	2023-03-08	First quarter (1Q)	1. Year-end major audit issues and results 2. Major audit issues 3. Annual audit schedule, communication agenda, and time spent on audit 4. Other communication issues 5. Report on the results of Internal Accounting Control System operation status evaluation - Participants Company: All Audit Committee members Independent auditor: Samil PwC (Executive director and three others)
2nd (Video conference)	2023-05-10	Second quarter (2Q)	1. Major review issues of 1Q 2. Annual audit schedule and audit input plan 3. Annual audit plan 4. Other issues - Participants Company: All Audit Committee members Independent auditor: Samjong KPMG (Executive director and two others)
3rd	2023-08-09	Third quarter (3Q)	1. Major review issues of 2Q 2. Update on annual audit plan 3. Progress of Internal Accounting Control System 4. Other issues - Participants Company: All Audit Committee members Independent auditor: Samjong KPMG (Executive director and two others)
4th (Video conference)	2023-11-03	Fourth quarter (4Q)	1. Major review issues of 3Q 2. Status of annual audit plan 3. Progress of Internal Accounting Control System 4. Other issues - Participants Company: All Audit Committee members Independent auditor: Samjong KPMG (Executive director and two others)
5th	2024-02-19	First quarter (1Q)	1. Major issues of annual financial statement audit 2. Results of audit on financial statement 3. Results of audit on Internal Accounting Control System 4. Other issues - Participants Company: All Audit Committee members Independent auditor: Samjong KPMG (Executive director and two others)
6th	2024-05-08	Second quarter (2Q)	1. Major review issues of 1Q 2. Annual audit schedule and audit input plan 3. Annual audit plan 4. Preliminary scoping of audit on corporate affiliate 5. Other issues - Participants Company: All Audit Committee members Independent auditor: Samjong KPMG (Executive director and two others)

(2) Details of major consultations with independent auditors and procedures and contents reflected in internal audit work

The Audit Committee regularly holds a meeting to check major issues related to the Company's audit, such as changes in the Company's major accounting standards, major issues to be audited, the results of the audit and review of the quarterly and semi-annual financial statements, and the report of the audit plan.

(3) Procedures for notifying the internal audit body of important issues discovered by independent auditors during the audit and related roles and responsibilities of the internal audit body

The Company established a procedure to notify the Audit Committee of major issues, such as violations of accounting standards, discovered during the audit by independent auditors in accordance with the Audit Committee regulations. The Audit Committee has to take action on the violations and has to request the CEO to take corrective action, according to Article 11 of the Internal Accounting Management Regulations.

(4) Details of the period that financial statements were provided to independent auditors

Provision of non-consolidated financial statements 6 weeks prior to the AGM Y(O)

Provision of consolidated financial statements 6 weeks prior to the AGM Y(O)

In order to clarify the responsibility for preparing the Company's financial statements and enhance the reliability of independent auditors, the Company is faithfully complying with the submission term prior to AGM. The Company has provided its pre-audit financial statements to independent auditors such as Samil PwC (2020-2022) and Samjong KPMG (2023~2025), and to the Securities and Futures Commission in accordance with the law.

Table 10-2-2: Status of provision of financial statements to independent auditors

	Date of AGM	Date of non-consolidated financial statement provision	Date of consolidated financial statement provision	Independent auditor
76th AGM	2024-03-27	2024-01-26	2024-01-26	Samjong KPMG
75th AGM	2023-03-29	2023-02-02	2023-02-07	Samjong KPMG

B. Based on the above information, if there are any shortcomings in communication between the internal audit organization and external auditors, explain the reasons and plans.

(1) Insufficient parts and reasons

The communication between the Audit Committee and independent auditors is conducted through meetings once a quarter without the attendance of the Company's management. At the meeting, major issues related to external audit are discussed. The communication between the Audit Committee and independent auditor is smoothly implemented at all stages, including external audit and reporting of audit results.

(2) Plans and supplementary explanations

The Company will strive to ensure that the Audit Committee secures sufficient communication with independent auditors.

[500000] 5. Other Information

A. Explain if there is a policy that the company has established in terms of governance among the matters not presented as the Key(or sub) Principles.

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B. Attach the latest Articles of Incorporation and any of the prestigious policies that can support the contents of this report.

Additional reports and policies can be found on the Company website: <https://www.skhynix.com/sustainability/UI-FR-SA1601>

1. Corporate Governance Guidelines
2. Articles of Incorporation
3. Bylaws of the Board of Directors
4. Director's Code of Conduct
5. Performance Standards for Directors
6. Charter for the Audit Committee
7. Charter for the Outside Director Candidate Recommendation Committee
8. Charter for the Sustainable Management Committee
9. Charter for the Human Resources and Compensation Committee
10. Charter for the Future Strategic Planning Committee
11. Charter for Internal Accounting Management
12. Charter for Corporate Disclosure Information Management