

REGULATION OF THE MANAGEMENT COMMITTEE

A007



**KUMHO
PETROCHEMICAL**

Management Committee Regulation

Organizing Team	Strategy and Planning Team	Registration No.	A007
Team in Charge	IR Team	Enactment Date	June 22, 2021
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Distributed To	All Workplaces		

Revision No.	Revision Date	Key Revisions	Grounds for Revisions
1 st			
2 nd			
3 rd			
4 th			
5 th			
6 th			
7 th			
8 th			
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CHAPTER 1 GENERAL PROVISIONS

Article 1 Purpose

The purpose of this Regulation is to provide for matters necessary to ensure the efficient operation of the Management Committee (hereinafter “**Committee**”).

Article 2 Applicable Scope

Except as otherwise prescribed under relevant laws, the Articles of Incorporation or the Regulations of the Board of Directors, matters regarding the Committee shall be governed by this Regulation.

Article 3 Authority

The Committee shall deliberate and resolve on the matters prescribed under Article 9, such key management strategies as the Company’s annual or mid to long-term management or business plan, or matters delegated by the Board of Directors or other major management issues.

CHAPTER 2 ORGANIZATION

Article 4 Organization

1. The Board of Directors shall appoint and dismiss members of the Committee (hereinafter “**Members**”).
2. The Committee shall be comprised of two (2) or more inside directors, including a Representative Director.
3. The term of a Member shall be until the date when the term as a director of the

Committee expires.

4. In the case of a vacancy in the number of Members as set forth in Paragraph 2 due to a Member's resignation, death, etc., a new Member shall be appointed by the Board of Directors where there are one or more remaining inside directors; or alternatively, by the general meeting of shareholders where no inside director remains. The term of such newly appointed Member shall be the outstanding term of his/her predecessor.

Article 5 Chairman

1. The Representative Director shall serve as the Chairman of the Committee; *provided*, if there are multiple representative directors, the matter shall be decided by a resolution pursuant to Article 8.
2. The Chairman shall represent the Committee and serve as the chairman at the meetings convened by the Committee.
3. Upon the Chairman's absence, a Member shall become the acting chairman, based on the order as set by the Committee, and perform the Chairman's duties.

CHAPTER 3 MEETINGS

Article 6 Right to Convene

1. The Chairman shall convene the Committee; *provided*, in the case of the Chairman's absence, the acting chairman who is appointed in the order as set forth in Article 5(3) shall perform the Chairman's duties.
2. Each Member may request the convocation of the Committee through submission of agenda and its reason to the Chairman. In the event that the Chairman fails to convene without any justifiable grounds, the Member who requested the convocation

may convene the Committee.

Article 7 Procedure for Convening Committee

1. With respect to convening the Committee, the date of the meeting shall be determined and notified via written or electronic form to each Member two (2) days prior to the date of the meeting.
2. The Committee, upon unanimous consent of all Members, may hold the Committee at any time without following the procedure as set forth in the preceding paragraph.

Article 8 Method of Adopting Resolution

1. The Committee's resolution shall be passed by the attendance of a majority of the registered Members, followed by affirmative votes of a majority of the Members present. In this case, the Committee may deem that a Member participated in the resolution by means of remote communication through which a Member who is not physically present may simultaneously convey or receive voice communication to and from all the other Members, and such Member may be deemed as having attended the Committee in person.
2. A Member with a special interest regarding the Committee's resolution may not exercise his/her right of resolution. In this case, a Member who is unable to exercise such right shall be precluded from the number of Members present.

Article 9 Agenda

1. Matters related to the development of management plan, etc.
 - A) Development of annual management plan or business plan
 - B) Development of mid to long-term management plan
2. Matters regarding key management issues
 - A) Financial matters, etc.

- (i) New borrowings or payment guarantees within the extent resolved by the Board of Directors on an annual basis.
 - (ii) Extension of existing borrowings or payment guarantees resolved by the Board of Directors; *provided*, if such key terms as amount and interest rate have risen by more than 20% compared to those at the period of the resolution by the Board of Directors, the foregoing provision shall not apply.
- B) Ordinary business matters, etc.
 - (i) Matters that do not require a resolution by the Board of Directors pursuant to relevant laws, the Articles of Incorporation or the Regulations of the Board of Directors, but require a decision-making process by a governing body equivalent to that of the Board of Directors relating to third-party transactions and other business affairs.
 - (ii) Other ordinary management issues delegated by the Board of Directors.

Article 10 Opinions from Relevant Persons

If deemed necessary, the Committee may have relevant executives, employees or third parties attend the meetings to hear their opinions and to seek advice from experts, etc. at the Company's expense.

Article 11 Minutes

1. The minutes of the Committee shall be prepared.
2. The agenda, proceedings and results of the Committee, and the dissenting Members and their reason for dissent shall be recorded in the minutes, which shall bear the names, seals or signatures of the Members present.

Article 12 Secretariat

1. The Committee shall have a Secretariat.
2. The Secretariat shall be responsible for administering the Committee's affairs as instructed by the Chairman.

Article 13 Amendment and Repeal of Regulation

The amendment and repeal of this Regulation shall be passed by a resolution of the Board of Directors.

ADDENDA

This Regulation shall take effect on June 22, 2021.