

REGULATION OF THE INDEPENDENT DIRECTOR NOMINATION COMMITTEE

A004



**KUMHO
PETROCHEMICAL**

Independent Director Nomination Committee Regulation

Organizing Team	Strategy and Planning Team	Registration No.	A004
Team in Charge	IR Team	Establishment Date	April 1, 2007
Authorized Party	General Meeting of Shareholders	Enactment Date	January 1, 2019
Distributed To	All Workplaces		

Revision No.	Revision Date	Key Revisions	Grounds for Revisions
1 st	October 16, 2014	Change of team in charge	Organizational restructuring
2 nd	January 1, 2019	Change of team in charge	Organizational restructuring (Strategy and Planning Team → IR Team)
3 rd			
4 th			
5 th			
6 th			
7 th			
8 th			
9 th			
10 th			
11 th			
12 th			
13 th			
14 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 Committee for Independent Director Nomination 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

1. The Committee shall have authority to recommend candidates for outside directors at the general meeting of shareholders.
2. Upon determination of recommending candidates for outside directors, the Committee shall include candidate(s) recommended by shareholders who are eligible to exercise the shareholders’ rights to make proposals as set forth in Article 542-6(2) of the Commercial Act.

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 directors, among which a majority of the Members shall be outside directors.

Article 5 Chairman

1. The Committee shall nominate a Chairman 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 designated by the Committee shall become the acting chairman 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 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 procedures as set forth in the preceding paragraph.

Article 8 Method of Adopting Resolution

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 permit all or part of the Members who are not physically present at the meeting to participate in adopting the resolution by means of remote communication through which any Member may simultaneously convey or receive voice communication to and from all the other Members, and such participating Member(s) shall be deemed as having attended the Committee in person.

Article 9 Agenda

The Committee shall deliberate and resolve on the following matters:

1. Recommendation of candidates for outside directors
2. Other necessary matters for Recommendation of candidates for outside directors

Article 10 Opinions from Relevant Persons

If deemed necessary, the Committee may have employees or third parties attend the meetings to hear their opinions.

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 April 1, 2007.

The revised Regulation shall take effect on October 16, 2014.

The revised Regulation shall take effect on January 1, 2019.