

2026 Annual General Meeting of Shareholders

Reference Material

Samsung Electro-Mechanics Co.,Ltd.

[Note about forward-looking statements](#)

Certain statements in this reference material, other than purely historical information, including estimates, projections, statements relating to business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements”. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of the risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our financial reports available on our website at

<https://www.samsungsem.com/global/index.do>

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Letter to Shareholders (CEO Message)

Dear Shareholders of Samsung Electro-Mechanics,

I sincerely wish that 2026 be a year filled with health and happiness in your families.

Looking back, 2025 was a year of heightened uncertainty in the overall business environment with escalating tariff risks caused by the global rise of protectionist trade policies and disruption in commodity supply chains.

Downstream set markets were characterized by a clear polarization in demand and consumption as a result of key demand drivers including the rapid adoption of generative AI improving demand for major high-end IT products such as high-end smartphones and PCs, while demand for mass-tier products remained sluggish. In the automotive market, xEV and autonomous driving vehicles continued to grow in 2025 with the introduction of new technology advancements, and the AI accelerator and server markets also continued another year of solid growth.

Effectively capturing such market trends, Samsung Electro-Mechanics (hereinafter referred to as "SEMCO") continued to shift its business portfolio towards high-end products and purposefully targeted growing markets such as AI, server and automotive to successfully deliver another year-on-year growth of its business performance.

It is my pleasure to report that 2025 revenue was KRW 11 trillion 314.5 billion, an approximately 10% growth from the previous year, and that operating profit was KRW 913.3 billion, an approximately 24% increase from 2024.

To share more details regarding major achievements during 2025 and future goals of each of our lines of business,

First, the Component Division.

In 2025, demand for traditional IT set products improved around smartphones and PCs, and demand for industrial and automotive MLCCs continued strong growth driven by increased investments in global AI infrastructure and servers and wider penetration of xEV and ADAS.

Targeting IT and industrial applications, we continuously launched cutting-edge MLCC products that incorporate core technologies for implementing thinner layers and smaller sizes. To address growing high-end demand from AI, server and satellite Internet applications, we have been strengthening our ultra high-capacitance, high temperature and high-voltage material and process technologies.

Also, to capture growing automotive demand, we have focused on development of specialty material and designs to continuously expand our high-temperature, high-voltage product coverage for ADAS and powertrain systems to reinforce our product competitiveness among the global auto OEM and Tier-1 customers.

The Component Division will continue to launch global first-in-class products and proactively capture newly emerging market demand to drive business growth.

Next, the Package Solution Division.

In the package substrate market, demand is expected to grow mainly around high-end package substrates needed for high-performance computing applications including AI, server, network and autonomous driving. To meet higher requirements, cutting-edge package technology also continues to push new frontiers.

The Package Solution Division has continued to shift its business portfolio towards high-end substrates targeting applications such as servers, AI accelerators, network and automotive.

Also, leveraging our core technology for high multi-layer and large area substrates as well as finer pitch circuitry, the Division has successfully increased revenue from growth markets such as server, AI accelerators and ARM CPUs.

At the same time, the Package Solution Division is preparing for the future by concentrating on the development of next generation substrates such as glass package substrates.

We will continue to closely monitor changes in the global package substrate market environment and build closer collaborative relationships with strategic customers to thoroughly prepare a foundation positioned for mid-to long-term growth.

Lastly, the Optics Solution Division.

Global smartphone OEMs continue to rely on new camera module technologies such as folded zoom and ultra-slim cameras as a key differentiator of their smartphone performance. This is combined with demand for high-performance camera modules coming from the automotive industry to support higher levels of autonomous driving and advanced ADAS performance.

Accordingly, the Optics Solution Division's supply of differentiated ultra-high specification camera modules such as power prism folded zoom and large angle OIS increased particularly around the strategic customer. For automotive applications, the division generated a continuous stream of new project wins by proposing customer-specific products such as camera modules incorporating hybrid lens that satisfy customer needs.

Going forward, the Optics Solution Division will continue to lead the high-end camera module market through development of customer-specific products including new architecture folded zoom, and for automotive applications, continue to expand our high-reliability camera module lineup featuring differentiated new technologies such as high-pixel and all-weather cameras.

At the same time, we will step up our efforts to develop future camera modules targeting next generation applications such as humanoid robots, AR and VR, leveraging our advanced lens and actuator expertise to proactively capture new business growth opportunities.

Dear Shareholders,

International economic organizations including the OECD project a slowdown in global economic growth in 2026 compared to the previous year due to deepening protectionist trade policies and global supply chain reshuffling.

Fortunately, downstream markets relevant to SEMCO are expected to show solid demand growth, particularly around high-end products as global AI related server investments continue; on-device AI capabilities increase in smartphones; and penetration of ADAS in automobiles continues to widen. On the other hand, demand for entry-level smartphones, regular PCs and internal combustion engine vehicles is expected to soften, creating a polarized divide in consumption. Overall, 2026 is likely to be another year of mixed upside opportunities and downside risks.

Given this outlook, SEMCO will concentrate on leveraging the opportunities in the growing high-end applications to deliver business results that are in line with your expectations.

Recognizing the importance of ESG as another key measure of corporate value, SEMCO has been steadily expanding its ESG activities and will continue to contribute positive impact to the global community through business activities that are always mindful of the importance of sustainable growth.

Always emphasizing safety and environment as the No. 1 principle of business operation, SEMCO will diligently work to create a safe and pleasant workplace and thoroughly comply with global standards and end-to-end risk factor assessments so that everyone is able concentrate on delivering top performance in a safe and healthy environment.

Dear Shareholders,

The 2025 total dividend payout is planned to be KRW 177.7 billion won, pending approval by the upcoming General Meeting of Shareholders. This is a dividend amount of KRW 2,350 per each common share and KRW 2,400 per each preferred share.

SEMCO will continue to exert its best efforts to share the value created from the company's growth with its shareholders.

Also, to maximize shareholder value, we will continue to actively engage the investor community both in Korea and globally through various investor relations (IR) activity including quarterly earnings calls and IR meetings to effectively communicate the Company's mid-to long-term vision and goals.

Dear Shareholders,

SEMCO's goal is to become a global top class technology company that reliably delivers growth regardless of the risks in the external environment by enhancing its competitiveness and driving AI innovation in this ever-shifting global business environment.

We will actively leverage AI technology including agentic AI to reinforce our company-wide innovation capabilities and continue to expand our competitiveness in the high-end market through development of differentiated technology and market-leading investments.

Exciting new industries including humanoid robots and self-driving vehicles are rapidly maturing, all requiring a wide range of electronic components from cameras, sensors, MLCC and substrates, which happen to be all highly relevant to the existing business strengths of SEMCO. Therefore, while continuing to widen our technological edge in existing businesses, we will also concentrate on R&D of future technology to secure early leadership in these new growth markets.

Equally important is to practice integrity in our business operation. SEMCO will remain dedicated to complying with local and global legal and regulatory requirements and respecting social norms to always remain a trusted member of the global business community.

I ask for your support and encouragement as SEMCO continues on this journey of growth and greater shareholder value.

Once again, I sincerely hope that all your endeavors be successful in 2026 and wish for the health and happiness of you and your loved ones.

Thank you.

Notice of 2026 AGM

You are invited to attend the Annual General Meeting of Shareholders of Samsung Electro-Mechanics.

Date/time : 09:00 AM on March 18, 2026, Korea Standard Time (UTC+9)

Place : Grand Hall (7F), L-Tower
213, Gangnam-daero, Seocho-gu, Seoul, Korea

Record date : December 31, 2025. Only common shareholders of record at the close of business on the record date are entitled to vote at the Annual General Meeting of Shareholders.

Items of Business

Agenda 1. Approval of Financial Statements (FY2025)

Agenda 2. Partial Changes to the Articles of Incorporation

2-1. Changes to the Articles of Incorporation for the Introduction of Cumulative Voting

2-2. Other Changes to the Articles of Incorporation

Agenda 3. Appointment of Independent Director to Serve on the Audit Committee (Jong-Ku Choi)

Agenda 4. Appointment of Independent Director to Serve on the Audit Committee (Mi-Young Kim)

Agenda 5. Appointment of Independent Director (Chong-Hoon Rhee)

Agenda 6. Appointment of Member of the Audit Committee (Chong-Hoon Rhee)

Agenda 7. Approval of Director Remuneration Limit (FY2026)

1. Agenda

Agenda Item 1. Approval of Financial Statements (FY2025)

Overview

The Board is seeking approval of the following financial statements for FY2025 beginning on January 1, 2025 and ending on December 31, 2025.

- Consolidated Statements of Balance Sheet
- Consolidated Statements of Income Statement
- Consolidated Statements of Changes in Equity
- Consolidated Statements of Cash Flows
- Separate Statements of Appropriation of Retained Earnings

In addition, the Board determined a year-end dividend of KRW 2,350 per share for Common Stock and KRW 2,400 per share for Preferred Stock.

Financial Highlight & Shareholder Return

Looking back, 2025 was a year of heightened uncertainty in the overall business environment with escalating tariff risks caused by the global rise of protectionist trade policies and disruption in commodity supply chains.

Amidst these challenging business conditions, SEMCO effectively capturing market trends and continued to shift its business portfolio towards high-end products and purposefully targeted growing markets such as AI, server and automotive to successfully deliver another year-on-year growth of its business performance.

And as a result, SEMCO recorded revenue of KRW 11 trillion 314.5 billion and operating profit of KRW 913.3 billion in 2025.

The 2025 dividend is KRW 2,350 per share (common stock basis), which has increased vs. 2024 to strengthen shareholder return. Payout ratio has increased from 20.0% in 2024 to 25.2% in 2025

The company plans to continue to enhance enterprise value through strategic investment and sustainable growth, but also carry out greater shareholder returns through appropriate dividend payout.

[Balance Sheet]

(Billion KRW)

| | FY2025 | FY2024 |
|--------------|----------|----------|
| Total Assets | 14,595.9 | 12,792.4 |
| Liabilities | 4,798.6 | 3,776.5 |
| Equity | 9,797.3 | 9,015.9 |

[Income Statement]

(Billion KRW)

| | FY2025 | FY2024 |
|--|---|---|
| Sales | 11,314.5 | 10,294.1 |
| Operating Profit | 913.3 | 735.0 |
| Profit before tax from continuing operations | 895.8 | 797.3 |
| Net Income | 706.1 | 679.1 |
| Dividend Total | 177.7 | 136.1 |
| Dividend (per share) | · Common: 2,350 KRW · Preferred: 2,400 KRW | · Common: 1,800 KRW · Preferred: 1,850 KRW |
| Dividend Payout Ratio | 25.2% | 20.0% |

※ Net income attributable to owners of the parent

[Sales by Division]

(Billion KRW)

| Division | Category | FY2025 | FY2024 |
|-----------|----------|----------|----------|
| Component | Sales | 5,198.5 | 4,462.1 |
| | (%) | 46% | 43% |
| Package | Sales | 2,301.8 | 2,034.7 |
| | (%) | 20% | 20% |
| Optics | Sales | 3,814.2 | 3,797.3 |
| | (%) | 34% | 37% |
| Total | Sales | 11,314.5 | 10,294.1 |
| | (%) | 100% | 100% |

Agenda 2. Partial Changes to the Articles of Incorporation

Overview

These amendments are intended to reflect the various provisions of the amended Commercial Act in the Company’s Articles of Incorporation, including the mandatory cumulative voting system for large-scale listed companies, the expansion of the separate election of Audit Committee members, and the introduction of independent directors.

Agenda No.2-1: Changes to the Articles of Incorporation for the Introduction of Cumulative Voting

A. Changes to the Articles of Incorporation that exclude or intend to exclude cumulative voting

| Before Change | After Change | Purpose of Change |
|---|---------------------|---|
| Article 22 (Appointment of Director) 5. When appointing two or more Directors, the cumulative voting system set forth in Article 382-2 of the Commercial Act is not applicable. | Deleted | Delete clause that excludes cumulative voting |
| Article 24 (By-election to Fill Director Vacancy) 2. When holding a by-election to fill two or more Director vacancies, the cumulative voting system set forth in Article 382-2 of the Commercial Act is not applicable. | Deleted | Delete clause that excludes cumulative voting |

Agenda No.2-2: Other Changes to the Articles of Incorporation

B. Other Changes to the Articles of Incorporation

| Before Change | After Change | Purpose of Change |
|---|---|---|
| - | <p>Article 26-4(Audit Committee)</p> <p>3. Members of the Audit Committee are to be appointed by the General Meeting of Shareholders among appointed Directors after the General Meeting of Shareholders have appointed said Directors. In that case, two members of the Audit Committee are to be appointed separately from other Directors as Directors to serve as members of the Audit Committee by resolution of the General Meeting of Shareholders.</p> | <p>Add clause providing for separate appointment of Directors to serve on the Audit Committee (two members)</p> |
| <p>Article 16 (Place of Convocation)</p> <p>The General Meeting of Shareholders may be convened in Seoul Metropolitan City in addition to the location of the company headquarters or its vicinity.</p> | <p>Article 16 (Place of Convocation)</p> <p>1. The General Meeting of Shareholders may be convened in Seoul Metropolitan City in addition to the location of the company headquarters or its vicinity.</p> <p>2. Pursuant to Article 542-14(1) of the Commercial Act, the Company holds the General Meeting of Shareholders in a manner that allows some shareholders to participate in resolution by electronic means from a remote location without personally appearing at the place of convocation.</p> | <p>Provide grounds for electronic General Meeting of Shareholders</p> |
| <p>Article 20 (Exercise of Voting Rights by Proxy)</p> <p>2. Where the statutory agent of a shareholder delegates the proxy rights under Paragraph (1) to another shareholder, a certificate of qualification proving such proxy right shall also be attached and submitted together.</p> | <p>Article 20 (Exercise of Voting Rights by Proxy)</p> <p>2. Where the statutory agent of a shareholder delegates the proxy rights under Paragraph (1) to another shareholder, a document proving such proxy right or an electronic certificate of qualification shall also be attached and submitted together.</p> | <p>Provide grounds for voting rights in electronic General Meeting of Shareholders</p> |

| Before Change | After Change | Purpose of Change |
|--|---|---|
| <p>Article 22-2 (Outside Director)</p> <p>1. An Outside Director refers to a Director that does not engage in ordinary business of the Company.</p> <p>2. An Outside Director shall be appointed among persons who have expert knowledge in fields such as business management, economics, law or related technology or who have abundant experience.</p> <p>3. A person falling under Article 542-8(2) of the Commercial Act cannot become an Outside Director, and an Outside Director shall lose his/her directorship, when falling under the above article after becoming an Outside Director.</p> | <p>Article 22-2 (Independent Director)</p> <p>1. An Independent Director is a Director that does not engage in the ordinary business of the Company.</p> <p>2. An Independent Director shall be appointed among persons who have expert knowledge in fields such as business management, economics, law or related technology or who have abundant experience.</p> <p>3. A person falling under Article 542-8(2) of the Commercial Act cannot become an Independent Director, and an Independent Director shall lose his/her directorship, when falling under the above article after becoming an Independent Director.</p> | <p>Change of name of directorship to “Independent Director”</p> |
| <p>Article 22 (Appointment of Director)</p> <p>1. The Company shall have at least three (3) but no more than nine (9) Directors to be appointed by the General Meeting of Shareholders, provided that Outside Directors are to be appointed among persons recommended by the Outside Director Candidate Recommendation Committee.</p> | <p>Article 22 (Appointment of Director)</p> <p>1. The Company shall have at least three (3) but no more than nine (9) Directors to be appointed by the General Meeting of Shareholders, provided that Independent Directors are to be appointed among persons recommended by the Independent Director Candidate Recommendation Committee.</p> | <p>Change of name of directorship to “Independent Director”</p> |

| Before Change | After Change | Purpose of Change |
|--|--|---|
| <p>Article 23 (Term of Directorship)</p> <p>The term of a Director and Outside Director shall be three (3) years.</p> | <p>Article 23 (Term of Directorship)</p> <p>The term of a Director and Independent Director shall be three (3) years.</p> | <p>Change of name of directorship to “Independent Director”</p> |
| <p>Article 26 (Board of Director)</p> <p>1. The Board of Directors consists of all Directors and includes Outside Directors appointed pursuant to relevant laws and regulations or the Articles of Incorporation.</p> | <p>Article 26 (Board of Director)</p> <p>1. The Board of Directors consists of all Directors and includes Independent Directors appointed pursuant to relevant laws and regulations or the Articles of Incorporation.</p> | <p>Change of name of directorship to “Independent Director”</p> |
| <p>Article 26-2(Committees) (1)</p> <p>C. Outside Director Candidate Recommendation Committee</p> | <p>Article 26-2(Committees) (1)</p> <p>C. Independent Director Candidate Recommendation Committee</p> | <p>Change of name of directorship to “Independent Director”</p> |
| <p>Article 26-5(Outside Director Candidate Recommendation Committee)</p> <p>1. An Outside Director Candidate Recommendation Committee may be created pursuant to Article 26-2 by resolution of the Board of Directors.</p> <p>2. Detail matters regarding the composition and operation of the Outside Director Candidate Recommendation Committee are to be determined by the Board of Directors.</p> | <p>Article 26-5(Independent Director Candidate Recommendation Committee)</p> <p>1. An Independent Director Candidate Recommendation Committee may be created pursuant to Article 26-2 by resolution of the Board of Directors.</p> <p>2. Detail matters regarding the composition and operation of the Independent Director Candidate Recommendation Committee are to be determined by the Board of Directors.</p> | <p>Change of name of directorship to “Independent Director”</p> |

| Before Change | After Change | Purpose of Change |
|---|--|---|
| <p>Article 10-5(Cancellation of Shares) The Company may cancel the Company’s shares by resolution of the Board of Directors in accordance with the relevant laws and regulations within the scope of earnings to be distributed to shareholders. (Notwithstanding, however, that the amount shall not exceed the amount determined by the relevant laws and regulations and remain within the distributable earnings pursuant to Article 462(1) of the Commercial Act as of the end of the relevant business year.)</p> | <p>Deleted</p> | <p>Abolishment of the (old) cancellation of shares using distributable earnings</p> |
| <p>-</p> | <p>Article 12 (Effective Date) These Articles of Incorporation shall enter into force from March 18, 2026. (newly inserted March 18, 2026)</p> <p>Article 13 (Transitional Measure regarding Place of Convocation, Method of Convocation and Exercise of Voting Rights by Proxy) The amended provisions of Articles 16 and 20 shall enter into force from January 1, 2027.</p> <p>Article 14 (Transitional Measure regarding Independent Directors) The amended provisions regarding Independent Directors in Articles 22, 22-2, 23, 26, 26-2 and 26-5 shall enter into force from July 23, 2026.</p> <p>Article 15 (Application of Cumulative Voting) The amended provisions of Articles 22(5) and 24(2) shall apply from when a General Meeting of Shareholders is called to appoint a Director for the first time after September 10, 2026.</p> | <p>Reflecting Matters regarding effective period in the Addendum</p> |

Agenda 3~6. Appointment of Independent Directors and Audit Committee Members

Overview

SEMCO places top priority on enhancing corporate transparency and practicing responsible business management to maximize enterprise value. In order to achieve such business objectives, SEMCO has a board of directors consisting of 7 members including 4 independent directors with expertise in various fields.

| | |
|--------------------------|---|
| Executive Directors(3) | Mr. Duck-Hyun Chang(CEO), Mr. Sung-Jin Kim, Mr. Jae-Yeol Choi |
| Independent Directors(4) | Mr. Jong-Ku Choi (Chairman), Ms. Yoon-Kyung Yuh, Ms. Yoon-Jeong Lee, Mr. Seung-Il Cheong |

※ As of the end of December 2025

Executive Directors are the CEO, Head of Corporate Business Support Team and Head of Component Division of the Company, while Independent Directors consist of experts in areas such as finance, law, environment and energy industry, capable of supervising management from an objective and balanced point of view.

The Board has separated the roles of CEO and Chairman of the Board since 2016, enabling the board to be more independent.

The directors shall be appointed at the Annual General Meeting of Shareholders.

The BOD and the Independent Director Candidate Recommendation Committee have nominated the following candidate as independent director for 2026.

As the terms of Jong-Ku Choi(Chairman) will expire in March of this year, the Independent Directors Candidate Recommendation Committee renominates him. As Yoon-Kyung Yuh's term is set to expire this March and Seung-Il Cheong has resigned, the Independent Directors Candidate Recommendation Committee nominates three directors, including two independent directors who will serve as Audit Committee members and one member of the Audit Committee.

※ There are no changes to the three Executive Directors

Agenda 3. Appointment of Independent Director to Serve on the Audit Committee (Jong-Ku Choi)



Jong-Ku Choi

Date of Birth : Sep. 20, 1957

1992: M.A. in Public Policy,
University of Wisconsin-
Madison

1980: B.A. in International Trade,
Korea University

| | |
|----------------|---|
| 2022 ~ Present | Special Advisor to Yoon & Yang LLC |
| 2022 ~ Present | President of the Yulgok Institute |
| 2024 ~ 2025 | Ambassador for International Financial Cooperation |
| 2023 ~ 2024 | Lead chairman of the Organizing Committee for the 2024 Gangwon Winter Youth Olympic Games |
| 2017 ~ 2019 | Chairman of the Financial Services Commission (6th) |
| 2017 ~ 2017 | President of Korea Export-Import Bank (19th) |
| 2016 ~ 2017 | Representative Director of SGI Seoul Guarantee Insurance |
| 1982 | Passed the 25th Civil Service Examination |

Rationale of Recommendation for Independent Director by the Committee

Candidate Jong-Ku Choi is currently serving as a Special Advisor at Yoon & Yang LLC and is a leading expert in the fields of finance and economics, having previously served as Director General of the International Finance Bureau at the Ministry of Strategy and Finance, Senior Deputy Governor of the Financial Supervisory Service, President of the Export-Import Bank of Korea, and the 6th Chairman of the Financial Services Commission. Through more than 30 years of public service, he has developed a deep understanding of macroeconomic policy and financial markets, and in particular possesses keen insight into changes in the global financial environment and strong policy judgment capabilities.

Since being appointed as an Outside Director of the Company in 2023, the candidate was designated as Chairperson of the Board in 2024 and has served in that capacity to date, contributing to enhancing the independence and transparency of the Board’s operations. In particular, as a member of the Audit Committee, he has played a pivotal role in closely reviewing the effectiveness of the internal control system and strengthening the expertise of accounting and operational audits. Drawing on his expertise in finance, economics, and industry, he has provided substantive advice on each agenda item of the Board and the Audit Committee, faithfully fulfilling his responsibilities and duties as Chairperson of the Board and as a member of the Audit Committee.

Furthermore, based on his high ethical standards and independence, the candidate is expected to protect the interests of shareholders and stakeholders and to support the

Company's sustainable growth through the establishment of a transparent management oversight framework. Accordingly, he is recommended as a candidate for independent director who will serve as a member of the Audit Committee.

Independence

The candidate was recommended by the Company's Independent Director Candidate Recommendation Committee (composed of four outside directors), received unanimous approval from all members in attendance, and meets the qualifications for an independent director under the Commercial Act and the Financial Investment Services and Capital Markets Act.

As the candidate has no employment, transactional, or other relationships of interest with the Company or its affiliates, it is deemed that he will be able to oversee and advise on the Company's overall management from an independent and objective perspective.

Candidate's Plans for Performing Duties

The candidate will faithfully perform the responsibilities and duties of an Independent Director and a member of the Audit Committee as prescribed by the Commercial Act and the Company's Articles of Incorporation, and intends to focus on the following matters: First, enhancing corporate value through the advancement of the internal control system and the strengthening of risk management.

Second, enhancing shareholder value through the establishment of a transparent decision-making structure.

Third, enhancing stakeholder value through the implementation of ESG management and the fulfillment of social responsibility.

Other notes

- Transaction with the Company in the Recent 3 Year period : None
- Financial Delinquencies : None
- Management Team of Distressed Company : No
- Statutory Grounds for Disqualification : None

Agenda 4. Appointment of Independent Director to Serve on the Audit Committee (Mi-Young Kim)



| | | |
|--|----------------|---|
| Mi-Young Kim | 2013 ~ Present | Professor, Department of Materials Science and Engineering, Seoul National University |
| Date of Birth : Jun. 10, 1968 | 2009 ~ 2013 | Associate Professor, Department of Materials Science and Engineering, Seoul National University |
| 1998: Ph.D. in Physics, Arizona State University | 2004 ~ 2009 | Assistant Professor, Department of Materials Science and Engineering, Seoul National University |
| 1992: M.S. in Physics, Seoul National University | 2001 ~ 2004 | Senior Researcher, Samsung Advanced Institute of Technology |
| 1990: B.S. in Physics, Seoul National University | | |

Rationale of Recommendation for Independent Director by the Committee

Candidate Mi-Young Kim is a professor in the Department of Materials Science and Engineering at Seoul National University and possesses outstanding expertise and academic achievements in materials engineering and next-generation materials. Through research collaborations with government ministries and industry-academia partnerships, she has developed deep insight into advanced industry trends and technological innovation. The candidate's expertise and experience are expected to contribute to the Company's efforts to secure next-generation growth drivers amid a rapidly changing technological environment and to enhance the efficiency and strategic viability of its R&D investments. In particular, through objective analysis based on engineering data, she will be able to provide practical advice on establishing technology roadmaps and strengthening innovation capabilities.

Furthermore, she is considered well-suited to contribute to the enhancement of the Company's mid-to long-term corporate and shareholder value through technology-driven sustainable growth and the internalization of ESG management, and is therefore recommended as a candidate for independent director who will serve as a member of the Audit Committee.

Independence

The candidate was recommended by the Company's Independent Director Candidate Recommendation Committee (composed of four outside directors), received unanimous approval from all members in attendance, and meets the qualifications for an

independent director under the Commercial Act and the Financial Investment Services and Capital Markets Act.

As the candidate has no employment, transactional, or other relationships of interest with the Company or its affiliates, it is deemed that she will be able to oversee and advise on the Company's overall management from an independent and objective perspective.

Candidate's Plans for Performing Duties

The candidate will faithfully perform the responsibilities and duties of an Independent Director and a member of the Audit Committee as prescribed by the Commercial Act and the Company's Articles of Incorporation, and intends to focus on the following matters: First, enhancing corporate value through the advancement of technological innovation and R&D strategy.

Second, enhancing shareholder value through the establishment of a transparent decision-making structure.

Third, enhancing stakeholder value through the implementation of ESG management and the fulfillment of social responsibility.

Other notes

- Transaction with the Company in the Recent 3 Year period : None
- Financial Delinquencies : None
- Management Team of Distressed Company : No
- Statutory Grounds for Disqualification : None

Agenda 5. Appointment of Independent Director

(Chong-Hoon Rhee)



| | | |
|--|----------------|---|
| Chong-Hoon Rhee | 2025 ~ Present | Honorary Professor, Department of Business Management, College of Business Management, Myongji University |
| Date of Birth : Jul. 1, 1960 | | |
| 1990: Ph.D. in Labor Economics, Cornell University | 1995 ~ 2025 | Professor, Department of Business Management, College of Business Management, Myongji University |
| 1985: M.A. in Economics, Seoul National University | 2012 ~ 2016 | Member of the 19th National Assembly as Member of the Saenuri Party, Representing the Sungnam-Bundang A District, Gyeonggi Province |
| 1983: B.A. in Economics, Seoul National University | 2008 ~ 2012 | Public Interest Member of the Minimum Wage Commission |
| | 2007 ~ 2011 | Public Interest Member of the National Labor Relations Commission |
| | 2008 ~ 2010 | Public Interest Member of the Labor-Management-Government Council for Economic and Social Development |
| | 2003 ~ 2006 | Team Leader of the Welfare and Labor Team, Fund Management Evaluation Group, Ministry of Planning and Budget |
| | 1996 ~ 1997 | Member of the Review Group for Government-Invested Institutions |
| | 1990 ~ 1995 | Researcher, Korea Development Institute |

Rationale of Recommendation by the Board

Candidate Chong-Hoon Rhee is an expert in the fields of economics and management who, after earning a Ph.D. in Economics from Cornell University, built a strong academic foundation and practical insight across economics and business administration while serving as a Researcher at the Korea Development Institute (KDI) and as a professor in the Department of Business Management at Myongji University.

In particular, while serving as a Member of the 19th National Assembly, he developed a deep understanding of legislation and public policy as well as corporate regulatory and supervisory systems, and his fairness and objectivity were demonstrated throughout this process. Based on his academic expertise and the integrity cultivated through his public service, he is expected to realize independent checks and balances on management, enhance the transparency of the Company's governance structure, and actively protect shareholder rights.

Accordingly, he is considered an optimal candidate to lead the Company's sustainable growth and is therefore recommended as a candidate for independent director.

Independence

The candidate was recommended by the Company's Independent Director Candidate Recommendation Committee (composed of four outside directors), received unanimous approval from all members in attendance, and meets the qualifications for an independent director under the Commercial Act and the Financial Investment Services and Capital Markets Act.

Candidate's Plans for Performing Duties

The candidate will faithfully perform the responsibilities and duties of an Independent Director as prescribed by the Commercial Act and the Company's Articles of Incorporation, and intends to focus on the following matters:

First, enhancing corporate value by establishing a foundation for sustainable growth.

Second, enhancing shareholder value through the establishment of a transparent decision-making structure.

Third, enhancing stakeholder value through the implementation of ESG management and the fulfillment of social responsibility.

Other notes

- Transaction with the Company in the Recent 3 Year period : None
- Financial Delinquencies : None
- Management Team of Distressed Company : No
- Statutory Grounds for Disqualification : None

Agenda 6. Appointment of Member of the Audit Committee (Chong-Hoon Rhee)



| | | |
|---|---|--|
| <p>Chong-Hoon Rhee</p> <p>Date of Birth : Jul. 1, 1960</p> <p>1990: Ph.D. in Labor Economics, Cornell University</p> <p>1985: M.A. in Economics, Seoul National University</p> <p>1983: B.A. in Economics, Seoul National University</p> | <p>2025 ~ Present</p> <p>1995 ~ 2025</p> <p>2012 ~ 2016</p> <p>2008 ~ 2012</p> <p>2007 ~ 2011</p> <p>2008 ~ 2010</p> <p>2003 ~ 2006</p> <p>1996 ~ 1997</p> <p>1990 ~ 1995</p> | <p>Honorary Professor, Department of Business Management, College of Business Management, Myongji University</p> <p>Professor, Department of Business Management, College of Business Management, Myongji University</p> <p>Member of the 19th National Assembly as Member of the Saenuri Party, Representing the Sungnam-Bundang A District, Gyeonggi Province</p> <p>Public Interest Member of the Minimum Wage Commission</p> <p>Public Interest Member of the National Labor Relations Commission</p> <p>Public Interest Member of the Labor-Management-Government Council for Economic and Social Development</p> <p>Team Leader of the Welfare and Labor Team, Fund Management Evaluation Group, Ministry of Planning and Burget</p> <p>Member of the Review Group for Government-Invested Institutions</p> <p>Researcher, Korea Development Institute</p> |
|---|---|--|

Rationale of Recommendation by the Board

Candidate Chong-Hoon Rhee is an expert in the field of economics who, after earning a Ph.D. in Economics from Cornell University, developed an in-depth academic foundation and practical insight across economics and business administration while serving as a Researcher at the Korea Development Institute (KDI) and as a professor in the Department of Business Management at Myongji University.

In particular, while serving as a Member of the 19th National Assembly, he gained a deep understanding of legislation and public policy as well as corporate regulatory and supervisory systems, and his fairness and objectivity were demonstrated throughout this process. This experience will serve as a core competency in enabling him, as a member of the Audit Committee, to objectively oversee the Company's financial soundness and internal control system and to reasonably check the execution of duties by management team.

In addition, based on his academic expertise and the integrity cultivated through his public service, he is expected to realize independent checks and balances on management, enhance the transparency of the Company's governance structure, and actively protect shareholder rights. Accordingly, he is considered an optimal candidate to lead the Company's sustainable growth and is therefore recommended as a candidate for the Audit Committee.

Other notes

The details are as previously stated

Agenda 7. Approval of Director Remuneration Limit (FY2026)

Overview

Under its Board of Directors, SEMCO currently operates a Compensation Committee, which is in charge of assessing the performance compensation of directors and examining the director remuneration limit for the following fiscal year. In order to enhance the transparency of decision-making, the Compensation Committee consists of four independent directors.

FY2025 Remuneration (Actual) & FY2026 Remuneration (To be approved)

(Billion KRW)

| FY2025 | | FY2026 |
|---|---|----------|
| Approved | Actual | Proposed |
| 6.0 | 3.7 - Executive Director : 3.3 - Independent Director : 0.4 | 7.0 |
| ※ Number of Directors (Independent) : 7 (4) | | |

In 2025, a total of KRW 3.7 billion was executed as director compensation including wage income such as salary and bonuses as well as retirement benefits for the executive directors and the remuneration for the independent directors. This is approximately 62% of the approved limit for director remuneration for FY2025.

The remuneration limit for directors presented to the 2026 General Meeting of Shareholders for approval has been calculated by taking into account the expected performance-based incentives payable assuming that the Company achieves business targets, in addition to ordinary salaries.

2. Business Overview

In 2025, the global economy closed the year by demonstrating impressive resilience despite concerns over tariff wars and rising protectionist trade policies.

SEMCO recorded annual consolidated revenue of KRW 11 trillion 314.5 billion and operating profit of KRW 913.3 billion in 2025, supported by solid demand growth across most target applications including smartphones, PCs, automotive and, in particular, AI servers and electric vehicles(EV).

While the impact of heightened trade tensions lingers and concerns over economic uncertainty and global supply chain issues remain in 2026, growth is expected to continue this year as major countries enter rate-cutting cycles and technology innovation championed by AI drives new demand.

In particular, the AI-driven technology innovation is expected to generate not only set-level demand for AI servers and AI edge devices but also component-level demand particularly around software-driven xEV and ADAS applications.

According to such market outlook, SEMCO will focus on AI server and automotive markets as key pillars and drive revenue growth by concentrating our marketing capabilities in these growth areas and quickly strengthening our high-end product line-up to match the needs of these key applications.

The following is an overview of the key products and core strategies of each of our business divisions:

The Component Division specializes in passive components, which are essential to a wide range of electronic devices. The Division's major products include MLCC (Multi-Layer Ceramic Capacitor), chip inductors and chip resistors. The passive component business is characterized by high barriers to entry, requiring broad expertise in material development, process technology, equipment technology and quality control. As an established leader in passive components, SEMCO possesses proprietary dielectric and magnetic materials, which are the key raw materials for passive components, and continues to introduce competitive new products using our proprietary process technology and equipment.

Even though tight supply of memory chips may lead to restricted set demand and increased price pressure in 2026, the passive component market is expected to grow, particularly around server and automotive MLCCs.

Accordingly, the Component Division will focus on increasing penetration of our most cutting-edge products including high-temperature, high-voltage and high-capacitance products targeting AI server and automotive applications to secure greater profitability and to build a resilient business portfolio.

The Package Solution Division specializes in package substrates, which are used for mounting semiconductor chips to electrically connect chips with the mainboard. Major products include BGA, which are package substrates used for mobile devices, and FC-BGA, which are for servers and PCs. Demand for high-performance package substrates featuring fine pitch circuitry, high multi-layer or large area has been strong from various applications including smartphones, PCs, wearable devices, servers, AI accelerators and automobiles augmented by the recent boom in AI servers and self-driving vehicles.

Leveraging our competitive edge in fine-pitch circuitry and high multi-layer substrate technology, the Package Solution Division aims to build a foundation for sustainable growth by breaking into new Big Tech and data center customers and increasing sales of new substrates specialized for server and AI related applications. We will also proactively capture new business opportunities by augmenting our early response capabilities for new APs and ARM CPUs.

For the Optics Solution Division, major products are camera modules, which have enjoyed growing demand not only from traditional IT applications but also from newly emerging applications including automotive. The Optics Solution Division will focus on expanding high-end products such as folded zoom, large angle OIS, Iris and high-pixel camera modules, in line with the trend of wider adoption of high-performance cameras by smartphones, and continue to enhance its market leadership and profitability by using its proprietary core component technology such as lens and actuators as a major point of differentiation in the camera module market. In particular, targeting the automotive market where adoption of higher pixel cameras has been increasing to meet the higher requirements of advanced ADAS and autonomous driving systems, we will continue to drive business growth by leveraging the technology leadership gained as a leading supplier of high-end camera modules to IT applications.

3. Corporate Governance

Overview

SEMCO prioritizes enhancing corporate transparency and responsible management to maximize enterprise value.

To achieve these management goals, the Board of Directors is composed of seven members, including four outside directors who are experts in their respective fields.

Board Composition

Election of Directors and Terms of Office

Directors are elected by shareholders at a general meeting of shareholders. Candidates for inside directors are nominated by the Board of Directors, while candidates for independent directors are nominated by the Independent Director Candidate Nomination Committee. The total number of directors shall be greater than three and no more than nine. In the case of electing two or more directors, the cumulative voting system prescribed in Article 382-2 of the Commercial Act is not applied. The term of office is three years, and a director may be re-elected at a shareholders' meeting.

Election of Chairman

The chairman of the Board of Directors is elected from among the directors following a resolution of the Board. Currently, independent director Jong-Ku Choi is serving as chairman.

Board Expertise and Diversity

The Company does not set restrictions pertaining to race, sex, cultural background, or area of expertise when considering Board members. In the board nomination process, it actively considers race, sex, cultural background, or area of expertise of individuals who can participate in the Board with new and diverse perspectives. In particular, for independent directors, the Company seeks candidates who meet the qualifications set forth by relevant laws and regulations, and have expertise or experience in areas such as management, economics, accounting, law or relevant technologies.

Independence of Independent Directors

SEMCO judges the 'independence' of independent directors.

If a requirement is not met, a determination of no 'independence' is made. The requirements are as follows.

①Individuals who engage in company business, ②Individuals who have key interests or affiliations (including personal services contract) with the company, the CEO, the significant customer or supplier of the company, or the largest shareholder, ③The spouses, lineal ascendants, and lineal descendants of directors, auditors, and executive officers of the company, ④Individuals who have worked as executives and employees of the Company within the past five years, ⑤Executives and employees of companies where an executive of SEMCO serves as an independent director, ⑥An employee or a partner of an accounting firms that were in charge of auditing the company during the past year, are prohibited from serving as independent directors. The standards for independence of independent directors of our company meet the requirements of Articles 382 and Article 54-8 of the Commercial Act, and Article 22-2 of the Articles of Incorporation of the Company.

Operations of the Board of Directors

Board Types

- Regular Board Meetings: Meetings are held once every quarter as a general rule.
- Special Board Meetings: Meetings are held as needed.

Board Meetings

The chairman calls the meeting of the Board of Directors and must notify each director of the meeting date at least 12 hours before the time of meeting. A director may request the chairman convene a meeting of the Board by submitting the agenda and objectives if he or she has determined that there are justifiable reasons for business purposes. If the chairman refuses to convene the Board without just cause, the director who raised the subject matter may himself or herself call a meeting of the Board.

Board Resolution

A resolution of the Board of Directors shall be made when a majority of the directors are in attendance and by a majority vote of the directors in attendance. However, to the extent permitted by relevant laws and ordinances, it is possible to conduct a meeting by means of telecommunication. In order to conduct a fair evaluation and engage in a rational decision-making process, directors with special interests in the subject matters being reviewed are prohibited from exercising their voting rights and are not included in the number of voting rights of the directors in attendance.

Main Matters Considered

Shareholders Meetings and Proposals

- Convening general meetings of shareholders
- Approval of operating reports and financial statements
- Amendments to the Articles of Incorporation
- Appointment and dismissal of directors
- Matters relating to the Company's dissolution, mergers and acquisitions, and transfer of the entire business or key parts of the business, as well as transfer of the entire business or key parts of the business of another company that can have significant implications for the Company
- Directors' compensation, etc.

Management Matters

- Decisions regarding basic management policies of the Company, and amendments
- Approval of management plans and of quarterly and semi-annual reports

Financial Matters

- Matters concerning issuance of shares(Decisions regarding issuance of new shares, Issuance of convertible bonds and bonds with subscription rights)
- Acquisition, disposal and retirement of treasury stock
- Approval of internal transactions
- Matters involving other key corporations and pertaining to investment/disposal, furnishing of collateral/debt guarantees, credit agreements, etc.

Matters Concerning Directors, Board of Directors, Committees

- Approval of directors' involvement in competitive businesses, of concurrent service for another business in the same industry, and of transactions between a director and the Company
- Appointment of the chairman of the Board of Directors
- Appointment of the CEO of the Company and joint representatives
- Establishment of committees, appointment and dismissal of committee members
- Establishment and dismissal of other operating rules for the Board and committees

Other

- Matters set forth in the law or the Articles of Incorporation
- Matters delegated by the meeting of shareholders and matters deemed necessary by the CEO

Responsibilities and Obligations

Fiduciary Duty of Directors

Directors have a duty of care in making decisions as corporate fiduciaries.

Duty in Good Faith

Directors must perform their duties faithfully for the Company in accordance with the provisions of the law and the Articles of Incorporation.

Prohibition of Directors' Involvement in Managing Competitive Businesses

Unless approved by the Board or by a committee set by the Board, directors may not engage in operating businesses that are in the same industry as the Company

Other

Liability Insurance

- In accordance with internal regulations and with approval from the Board or the appropriate committee, the Company provides directors with liability insurance.

Scope of indemnification: The insurance covers the damages to shareholders and other stakeholders arising from a director's violation of his or her duty of care as a fiduciary and of his or her duty in good faith.

Efforts to Support Independent Directors

In accordance with relevant regulations, independent directors, who play an integral role in maintaining the independence of the Board of Directors, may receive the assistance of external specialists in making important decisions. To this end, the Company has made it a policy to provide external support to the greatest extent possible, such as providing the services of legal or accounting advisers, upon request by independent directors

In order to provide opportunities for independent directors to exchange opinions and suggestions on matters of overall management of the Company, meetings of independent directors without members of management present are held regularly (at each quarterly meeting of the Board) or when needed.

The Company does not hesitate to provide all the support necessary for independent directors to actively and independently serve the Company. The Company supports regular educational or training efforts such as visits to domestic and international management sites and reports on the status of operations.

Board Committees

The Board of Directors has six sub-committees consisting of the Management Committee, the Audit Committee, the Independent Directors Candidate Recommendation Committee, the Internal Transaction Committee, the Compensation Committee and the ESG Committee.

The Management Committee

The Management Committee deliberates and decides matters either delegated by the BOD, or specified in the Articles of Incorporation or Regulations of the Board of Directors, aiming to enhance professionalism and efficiency of decision making.

The Audit Committee

The Audit Committee supervises and supports management to maximize corporate value using a system of checks and balances. The Committee consists of three Directors, and at least two thirds of them, according to relevant laws and regulations, must be Independent Directors.

The Independent Directors Candidate Recommendation Committee

The Independent Director Candidate Recommendation Committee ensures that outside directors are recruited and recommended in a fair and independent matter. The Committee currently consists of four independent directors.

The Internal Transaction Committee

The Internal Transaction Committee is a compliance body to enhance corporate governance and to promote fair transaction. The Committee reviews pending transactions between the company and its related parties.

The Compensation Committee

The Compensation Committee evaluates the appropriateness of and reviews and approves the limit on Director's compensation to be submitted for resolution at a general meeting of shareholders. The Committee is composed of four independent directors.

The ESG Committee

The ESG Committee deliberates and takes resolutions over matters related with shareholder value enhancement and corporate social responsibility with a focus on Environmental, Social and Governance matters.

Composition of the BOD committees

| Committee | Members | | |
|--|-----------------|---------------------------------|---|
| | Chairman | Executive Director | Independent Director |
| Management | Duck-Hyun Chang | Sung-Jin Kim Jae-Yeol Choi | - |
| Audit | Yoon-Kyung Yuh | - | Jong-Ku Choi Seung-II Cheong |
| Independent Directors Candidate Recommendation | Jong-Ku Choi | - | Yoon-Kyung Yuh Yoon-Jeong Lee Seung-II Cheong |
| Internal Transaction | Seung-II Cheong | - | Jong-Ku Choi Yoon-Jeong Lee |
| Compensation | Jong-Ku Choi | - | Yoon-Kyung Yuh Yoon-Jeong Lee Seung-II Cheong |
| ESG | Yoon-Jeong Lee | Duck-Hyun Chang Sung-Jin Kim | Jong-Ku Choi Yoon-Kyung Yuh Seung-II Cheong |

※ As of the end of December 2025

Profile of the BOD members

[Executive Directors]



Duck-Hyun Chang

Date of Birth : Feb. 13, 1964

Start of term : Mar.19, 2025
(1st term started in Mar. 2022)

Expiration of term : Mar.19, 2028

2021 ~ Present President & CEO, Samsung Electro-Mechanics
2020 ~ 2021 Head of Sensor Business Team, S.LSI Division, Samsung Electronics
2017 ~ 2020 Head of SOC Development, S.LSI Division, Samsung Electronics
2015 ~ 2017 Head of LSI Development, S.LSI Division, Samsung Electronics
2013 ~ 2015 Head of Solution Development, Memory Division, Samsung Electronics
2012 ~ 2013 Flash Development, Memory Division, Samsung Electronics



Sung-Jin Kim

Date of Birth : Mar. 6, 1965

Start of term : Mar.19, 2025
(1st term started in Mar. 2022)

Expiration of term : Mar.19, 2028

2021 ~ Present Head of Corporate Business Support Team, Samsung Electro-Mechanics
2020 ~ 2021 Head of Support Team, IT & Mobile Communications (IM) Division, Samsung Electronics
2017 ~ 2020 Head of Support Team, Consumer Electronics (CE) Division, Samsung Electronics
2015 ~ 2017 Head of the Global Support Group, Corporate Management Office, Samsung Electronics
2011 ~ 2014 Head of Support Team, SEA & Oceania Office, Samsung Electronics



Jae-Yeol Choi

Date of Birth : Apr. 8, 1970

Start of term : Mar.20, 2024
(1st term started in Mar. 2024)

Expiration of term : Mar.20, 2027

2024 ~ Present Head of the Component Division, Samsung Electro-Mechanics
2021 ~ 2023 Team Leader, MLCC Development Team, Samsung Electro-Mechanics
2020 ~ 2020 Team Leader, Component CSE Team, Samsung Electro-Mechanics
2018 ~ 2019 Team Leader, MLCC Development Team 2, Samsung Electro-Mechanics
2017 ~ 2017 Team Leader, LCR Development Team 1, Samsung Electro-Mechanics

[Independent Directors]



Jong-Ku Choi

Date of Birth : Sep. 20, 1957

Start of term : Mar. 15, 2023
(1st term started in Mar. 2023)
Expiration of term : Mar. 15, 2026

2022 ~ Present
2022 ~ Present
2024 ~ 2025
2023 ~ 2024
2017 ~ 2019
2017 ~ 2017
2016 ~ 2017
1982

Special Advisor to Yoon & Yang LLC
President of the Yulgok Institute
Ambassador for International Financial Cooperation
Lead chairman of the Organizing Committee for the 2024 Gangwon Winter Youth Olympic Games
Chairman of the Financial Services Commission (6th)
President of Korea Export-Import Bank (19th)
Representative Director of SGI Seoul Guarantee Insurance
Passed the 25th Civil Service Examination



Yoon-Kyung Yuh

Date of Birth : Nov. 17, 1968

Start of term : Mar. 15, 2023
(1st term started in Mar. 2020)
Expiration of term : Mar. 15, 2026

2006 ~ Present
2019 ~ 2023
2017 ~ 2023
2018 ~ 2021
2014 ~ 2016
2012 ~ 2014

Professor, College of Business Administration, Ewha Women's University (Finance)
Member, Management Committee, Government Employee Pension Service (GEPS)
Member, Asset Management Committee, Radioactive Waste Control Fund, Ministry of Trade, Industry & Energy
Member, Risk Management Committee, Korea Student Aid Foundation
Member of the Fund Management Evaluation Board, Ministry of Finance and Planning
Member, Risk Management Committee, Non-Standing Director, Government Employee Pension Service



Yoon-Jeong Lee

Date of Birth : Aug. 30, 1968

Start of term : Mar. 19, 2025
(1st term started in Mar. 2022)
Expiration of term : Mar. 19, 2028

1999 ~ Present
2023 ~ Present
2018 ~ Present
2017 ~ 2023
2017 ~ 2023
2021 ~ 2022
2015 ~ 2016
2014 ~ 2017
2013 ~ 2017

Attorney, Kim & Chang
Member, Korea Academy of Environmental Science
Vice President, Korea Environmental Law Association
Member, Central Environmental Dispute Mediation Committee, Ministry of Environment
Member of the Administrative Appeals Commission, Seoul Metropolitan City
Advising Attorney, Ministry of Environment
Member of the 8th Sustainable Development Committee, Ministry of Environment
Member, Statutory Interpretation Deliberation Committee, Ministry of Government Legislation
Advising Attorney, Ministry of Environment



Seung-II Cheong

Date of Birth : Jul. 7, 1965

Start of term : Mar. 20, 2024
(1st term started in Mar. 2024)

Expiration of term : Mar. 20, 2027

- 2023 ~ Present Advisor, Truston Asset Management Co., Ltd.
- 2021 ~ 2023 31st President, Korea Electric Association
- 2021 ~ 2023 21st President, Korea Power Corporation
- 2018 ~ 2020 Vice Minister, Ministry of Trade, Industry and Energy
- 2017 ~ 2018 16th President, Korea Gas Corporation (KOGAS)
- 2016 ~ 2016 Head of the Trade Investment Office/Energy Resource Office, Ministry of Trade, Industry and Energy
- 2012 ~ 2016 Energy Industry Policy Officer, FTA Policy Officer, Ministry of Trade, Industry and Energy

BOD Activities

Board meetings & voting results of independent directors

| R o u n d | Date | Agenda | Result | Board Members and Attendance | | | |
|----------------------------|--------------------|---|-------------|-------------------------------------|---------------------------------------|---------------------------------------|--|
| | | | | Jong-Ku Choi (Attendance : 100%) | Yoon-Kyung Yuh (Attendance : 100%) | Yoon-Jeong Lee (Attendance : 100%) | Seung-Il Cheong (Attendance : 100%) |
| | | | | For / Against | | | |
| 25 - 1 st | Jan. 24 2025 | 1. Approval of Financial Statements and Business Report for the 52nd Period | Approval | For | For | For | For |
| | | 2. Report on the Results of the 2024 Compliance Status Review | Report item | - | - | - | - |
| | | 3. Report on 2024 Business Results and 2025 Business Plan | Report item | - | - | - | - |
| 25 - 2 nd | Feb. 19 2025 | 1. Resolution regarding Agenda for and Convocation of the Regular General Meeting of Shareholders for the 52nd Period | Approval | For | For | For | For |
| | | 2. Report on Operational Status of Internal Control over Financial Accounting for 2024 | Report item | - | - | - | - |
| | | 3. Report on Assessment of the Operational Status of Internal Control over Financial Reporting for 2024 | Report item | - | - | - | - |
| 25 - 3 rd | Mar. 19 2025 | 1. Appointment of Representative Director and Entrustment of Duties as a Director | Approval | For | For | For | For |
| | | 2. Approval of Execution of Director Remuneration | Approval | For | For | For | For |
| | | 3. Appointment of Member to Serve on the Samsung Compliance Committee | Approval | For | For | For | For |
| 25 - 4 th | Apr. 28 2025 | 1. Report on Q1 2025 Results and Q2 Outlook | Report item | - | - | - | - |
| 25 - 5 th | Jul. 30 2025 | 1. Report on Activities of the Samsung Compliance Committee for 2024 | Report item | - | - | - | - |
| | | 2. Report on Transactions of Goods and/or Services among Large-scale Internal Transactions | Report item | - | - | - | - |
| | | 3. Report on Q2 2025 Results and Q3 Outlook | Report item | - | - | - | - |

| R o u n d | Date | Agenda | Result | Board Members and Attendance | | | |
|----------------------------|--------------------|--|-------------|---|---|---|--|
| | | | | Jong-Ku Choi (Attendance : 100%) | Yoon-Kyung Yuh (Attendance : 100%) | Yoon-Jeong Lee (Attendance : 100%) | Seung-II Cheong (Attendance : 100%) |
| | | | | For / Against | | | |
| 25 - 6 th | Aug. 21 2025 | 1. Sponsorship for Samsung Foundation and Sungkyunkwan University | Approval | For | For | For | For |
| | | 2. Joint Operation of the Samsung Youth Software/AI Academy | Approval | For | For | For | For |
| 25 - 7 th | Oct. 29 2025 | 1. Approval of the Establishment of the Safety and Health Plan | Approval | For | For | For | For |
| | | 2. Report on Establishment of Subsidiary regarding Next Generation Package Substrate | Report item | - | - | - | - |
| | | 3. Report on Q3 2025 Results and Full Year Outlook | Report item | - | - | - | - |
| 25 - 8 th | Nov. 26 2025 | 1. Approval of Large-scale Internal Transactions | Approval | For | For | For | For |
| | | 2. Approval of Limit for Related-Party Transactions | Approval | For | For | For | For |
| | | 3. Formation of New Venture Investment Partnership | Approval | For | For | For | For |
| | | 4. Execution of Donations to the Community Chest | Approval | For | For | For | For |
| | | 5. Report on Results of Compliance Effectiveness Evaluation | Report item | - | - | - | - |

Committee participation of Independent Directors in FY2025

The Audit Committee

| Date | Agenda |
|-----------------|---|
| Feb. 19 2025 | <ol style="list-style-type: none"> 1. Report on Operational Status of Internal Control over Financial Reporting for 2024 2. Report on Evaluation of the Operational Status of the Internal Control over Financial Reporting for 2024 3. Report on Amendments to the Regulation on Internal Control over Financial Reporting 4. Report on Financial Statements and Business Report for the 52nd Period 5. Report on Audit Results by the External Auditor 6. Report on Audit Results for Second Half 2024 7. Report on Deliberation of External Donations for Q4 2024 |
| Apr. 11 2025 | <ol style="list-style-type: none"> 1. Appointment of Accounting Firm to Provide Consulting Services regarding Internal Control over Financial Reporting |
| Apr. 28 2025 | <ol style="list-style-type: none"> 1. Amendments to External Auditor's Compliance Requirements 2. Confirmation of External Auditor's Compliance with Compliance Requirements for 2024 3. Report on Operation Plan for Internal Control over Financial Reporting for 2025 4. Report on Financial Statements for Q1 2025 5. Report on External Auditor's Review Results for Q1 2025 6. Report on Review of External Donations for Q1 2025 |
| Jul. 30 2025 | <ol style="list-style-type: none"> 1. Establishment of External Auditor Selection Criteria for 2026 2. Report on Financial Statements for Q2 2025 3. Opinion regarding Assessment of the Operation of Internal Control over Financial Reporting for Q1 2025 4. Report on External Auditor's Review Results for Q2 2025 5. Report on Review of External Donations for Q2 2025 6. Report on Audit Results of First Half 2025 |
| Oct. 29 2025 | <ol style="list-style-type: none"> 1. Report on Financial Statements for Q3 2025 2. Report on External Auditor's Review Results for Q3 2025 3. Report on Disclosure (draft) of Activities to Prevent Financial Irregularities for 2025 4. Report on Review of External Donations for Q3 2025 5. Appointment of External Auditor for 2026 |

The Related Party Transaction Committee

| Date | Agenda |
|-----------------|---|
| Feb. 19 2025 | 1. Report on Related Party Transactions in 2024 |
| Apr. 28 2025 | 1. Report on Related Party Transactions in Q1 2025 |
| Jul. 30 2025 | 1. Report on Performance of Goods and Services Transactions within Large-Scale Internal Transactions 2. Report on Related Party Transactions in Q2 2025 |
| Oct. 29 2025 | 1. Report on Related Party Transactions in Q3 2025 |
| Nov. 26 2025 | 1. Deliberation on Large-scale Related Party Transactions 2. Deliberation on Limit on Transactions with Specially Related Parties 3. Deliberation on the Formation of a New Venture Investment Fund |

The Independent Director Recommendation Committee

| Date | Agenda |
|-----------------|--|
| Feb. 19 2025 | 1. Recommendation of Independent Director Candidates |

The Compensation Committee

| Date | Agenda |
|-----------------|--|
| Feb. 19 2025 | 1. Deliberation of Individual Annual Salary for Executive Directors for the 53 th Period 2. Deliberation of Registered Directors' Remuneration Ceiling for the 53 th Period |

The ESG Committee

| Date | Agenda |
|-----------------|---|
| Apr. 28 2025 | 1. Appointment of chairman of the ESG Committee 2. Public Disclosure of the Corporate Governance Report 3. Public Disclosure of the Sustainability Report |
| Nov. 26 2025 | 1. Report on ESG Operation and Regulatory Trends 2. Report on Current Status of Climate Change Response |