

2020

Corporate Governance Report

Samsung C&T Corporation

Samsung C&T has prepared the Corporate Governance Report to enhance the understanding of investors about the Company's governance as per Article 24-2 of the Securities Market Disclosure Regulations. The information on corporate governance is summarized or described as of the date of December 31, 2020 in this report. In case there are changes as of the date of submission of the report, the changes are separately indicated. The list of activities related to corporate governance in this report is based on the period of time that is subject to disclosure (January 1, 2020 – December 31, 2020). If the guidelines state different time periods as the basis of some items or lists, the stated time periods will be followed.

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I. Overview

Company Name : Samsung C&T Corporation

Person in Charge

(Primary) Hyoungwook Kim (Corporate Management Team)

(Secondary) Jung Hyun Hong (Corporate Management Team)

Date of Completion : 31 December, 2020

※ The status of the corporate governance is based on the last day of the business year to which the date of completion belongs (December 31, 2020) unless otherwise indicated, but if there are significant changes from the date of completion to the time of reporting, those changes are listed separately, with the reference date clearly stated.

<Company Overview>

Major Shareholder and Related Parties	Jae Yong Lee & 12 shareholders	Equity Ratio of Major Shareholder and Related Parties	33.71%*
		Minority Shareholder Equity Ratio	40.10%
Industry (Finance / Non-Finance)	Non-finance	Major Products	Other professional wholesale business
Business Group as per Definition in Fair Trade Act (Yes/No)	Yes	Applicability to Public Service Management Act (Yes/No)	No
Name of Business Group	Samsung		
Financials (KRW 100 million)			
	2020	2019	2018
Consolidated Revenue	302,161	307,615	311,556
Consolidated Operating Profit	8,571	8,668	11,039
Consolidated Profit from Continuing Operations	11,607	10,479	17,482
Consolidated Net Profit	11,607	10,479	17,482
Consolidated Assets	543,317	459,055	424,067
Other Assets	444,416	365,618	338,818

* As of the date of completion of this report (based on common shares)

II. Corporate Governance

1. Principles and Policies

Samsung C&T, in accordance with its Corporate Governance Charter, aims to be a respected and trusted company at home and abroad under the management philosophy of contributing to human society by creating the best products and services using its human resources and technology. To this end, it strives to protect the rights of shareholders and fulfill its social responsibility to stakeholders including customers, employees, and partner companies. The Company seeks to achieve sustainable growth through transparent and responsible management led by an independent Board of Directors.

① Transparency of Corporate Governance

Samsung C&T has established a transparent governance system with the Board of Directors at the center and has conducted board-centric management in accordance with the Corporate Governance Charter, relevant laws and regulations, the Articles of Incorporation and the regulations governing the Board and the committees. The Company continues to improve its governance structure by referring to global standards and corporate governance codes.

② Independence of the Board

Independent directors, who are independent from the Company and have no special transactions with the Company, account for the majority of the Board of Directors, providing check and balance to company management. The Board is comprised of members who are equipped with expertise and experiences in various global business areas, such as business management, economics, accounting, ESG, etc.

③ Corporate Social Responsibility

The Company acknowledges that fulfilling social responsibility to its many stakeholders is key to realizing sustainable management, and strives to uphold the socio-environmental values in relation to safety/environment, labor/human rights, co-prosperity, compliance, privacy protection, social contribution, etc. through the initiative of the Board of Directors.

2. Key Characteristics

① Independent Directors

The Board of Directors is the highest decision-making body of the Company that reviews and approves matters delegated through the General Shareholders Meeting and matters of importance with regards to executing the management strategy and principles of the Company. To enhance the independence of the Board, the Company ensures that the majority of its members are independent directors, in addition to the implementation of further measures, such as the separation of the chairperson of the Board and President & CEO (2018), the adoption of the lead independent director system (2020), and the appointment of an independent director as the Board chairperson (March 2021).

Also, with the exception of the Management Committee, the chairpersons and members of all Board committees are independent directors to maintain their independence from the Company management.

② Board Committees

To ensure the expertise and efficiency of its operations, the Board installs and operates committees dedicated to each area, to which it delegates some authorities. There are currently 6 committees within the Board: Management Committee, Audit Committee, Independent Director Recommendation Committee, Compensation Committee, Related Party Transaction Committee, and ESG Committee.

In particular, the Governance Committee was expanded and reorganized as the ESG Committee to not only enhance the shareholder value, but also strengthen the board-centric ESG management of the Company with the participation of all independent directors. The Auditing Team, the Company's internal auditing body, was placed under the Audit Committee to enable independent accounting and work audits.

Committee members are selected with consideration of the areas of specialty and experience of individual independent directors to enhance the expertise of Board committees. Accordingly, the chairpersons of the Committees are: Director Janice Lee, an expert of finance and accounting, for the Audit Committee; Director Philippe Cochet, an expert of industries and business and a former member of the management of a global corporate, for the Independent Director Recommendation Committee; Director Sang Seung Yi, a fair trade expert, for the Related Party Transaction Committee; Director Joong Kyung Choi, an administration and accounting expert, for the Compensation Committee; and Director Byung Suk Chung, an expert of employment and labor policies, for the ESG Committee.

③ Protection of Shareholder Rights

The Company appoints at least 1 Shareholder Advocate among its independent directors in the ESG Committee to enhance the communication between external stakeholders and the Board. The Shareholder Advocate works to create policies and activities for protecting shareholder rights through various means, such as delivering meaningful suggestions to the Board and the ESG Committee after meeting with key shareholders, investors and financial institutions.

In 2020, the Company appointed 2 Shareholder Advocates, including a non-Korean independent director, to execute its plans to actively communicate with shareholders in Korea and other countries.

III. Shareholders

1. Rights of Shareholders

(Key Principle 1) Shareholders' rights

- 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.

(Sub-principle 1-①) The Company should provide sufficient information about the General Shareholders Meeting well in advance of the meeting. The information should include the date, venue, agenda, and allow the shareholders to fully participate in the General Shareholders Meeting and to offer their suggestions.

(1) General Shareholders Meeting

The Company provides general information, including the date, venue, and list of agenda items, to the shareholders 4 weeks prior to the General Shareholders Meeting. Details concerning General Shareholders Meetings held in the past 3 years are as follows:

▷ **(Table 1-①-1) General Shareholders Meetings Held in Past 3 years**

	2021 General Shareholders Meeting	2020 General Shareholders Meeting	2019 General Shareholders Meeting
Day of convocation	Feb. 17, 2021	Feb. 26, 2020	Feb. 27, 2019
Day of convocation notice	Feb. 17, 2021	Feb. 26, 2020	Feb. 27, 2019
Day of General Meeting	Mar. 19, 2021 (Fri) 09:00	Mar. 20, 2020 (Fri) 09:00	Mar. 22, 2019 (Fri) 09:00
Days between the date of notice and date of General Meeting	D-30	D-23	D-23
Location/region	1 st floor, International Meeting Room, Global Engineering Center, Sangil-dong, Gangdong-gu, Seoul	1 st floor, International Meeting Room, Global Engineering Center, Sangil-dong, Gangdong-gu, Seoul	1 st floor, International Meeting Room, Global Engineering Center, Sangil-dong, Gangdong-gu, Seoul

		2021 General Shareholders Meeting	2020 General Shareholders Meeting	2019 General Shareholders Meeting
Means of notification to shareholders about matters related to the General Meeting		Notification disclosed through the electronic disclosure system; a copy of the letter of convocation sent to all shareholders		
Notification of convocation for foreign shareholders		Reference material in English is made available on the website and sent to key institutional investors, standing proxies and proxy advisory firms.		
Details	Attendance of the Board members	8 of 9	8 of 9	9 of 9
	Attendance of auditors or members of the Audit Committee	3 of 3	3 of 3	3 of 3
	Important remarks by shareholders	1) Number of shareholders who made comments: 3 2) Main point of the remark: enhancing shareholder values, etc.	1) Number of shareholders who made comments: 5 2) Main point of the remark: enhancing shareholder values, etc.	1) Number of shareholders who made comments: 4 2) Main point of the remark: enhancing shareholder values, improving the profitability of the Resort Group, etc.

※ Reference material is available in English on the website:

<http://www.samsungcnt.com/eng/stockInfo/meeting.do>

(2) Notifications regarding the General Shareholders Meeting and Measures to Encourage Shareholder Participation

In order to guarantee legitimate shareholder rights, the Company is making commitments to provide information related to the General Shareholders Meeting via various means including public disclosure, announcement made on the website, and mails, thereby encouraging the engagement of the shareholders.

To this end, the Company has disclosed the resolution on the convocation of the meeting, convocation notice and reference material for proxy solicitation 4 weeks prior

to the date of the General Shareholders Meeting, and the reference material and the format for a letter of proxy were uploaded on the website.

(<http://www.samsungcnt.com/stockInfo/meeting.do>)

The reference material is made available in English on our website, and mailed to key institutional investors, standing proxies and proxy advisory firms.

(<http://www.samsungcnt.com/eng/stockInfo/meeting.do>)

In addition, the Company sends a letter of convocation to all shareholders 2 weeks prior to the General Shareholders Meeting. The voting results of the General Shareholders Meeting is disclosed on the day of the meeting, and the approval/disapproval rate per agenda item is also made available on the website.

(<http://www.samsungcnt.com/eng/stockInfo/meeting.do>)

Information regarding the General Shareholders Meeting provided to shareholders is as follows:

< Provision of Information on General Shareholders Meeting >

Date of Notification	Timeline	Means of Notification	Items	Key Information
Feb. 17, 2021	4 weeks prior to the General Meeting	Public disclosure	Convocation decision	Venue, time, meeting agenda, etc.
			General Shareholders Meeting convocation notice	Agenda details, etc.
			Reference material for proxy solicitation	Proxy materials including a letter of proxy
		Website	Reference Material	Venue, time, agenda details, etc. (in English)
Feb. 26, 2021	2 weeks prior to the General Meeting	Mail	Letter of convocation, invitation	Venue, time, special notes, etc.
Mar. 19, 2021	Day of the General Meeting	Public disclosure, website	General Shareholders Meeting results	Voting results on each agenda item, approval/disapproval rate by agenda item, etc.

(Sub-principle 1-②) Corporate should enable shareholders to fully participate and offer opinion at the General Shareholders Meeting.

(3) Resolution at General Shareholders Meeting, Exercise of Voting Rights, etc.

The Company has convened General Shareholders Meetings on March 22, 2019, March 20, 2020 and March 19, 2021. The 2021 General Shareholders Meeting was not held on a date on which many companies often choose to hold their shareholder meetings.

General Shareholders Meetings held on popular meeting dates during the past three years are as follows:

▷ (Table 1-②-1) General Shareholders Meetings Held on Popular Meeting Dates in Past 3 years

	57th General Shareholders Meeting	56th General Shareholders Meeting	55th General Shareholders Meeting
Dates on which General Shareholders Meetings were Concentrated	March 26, 2021, March 30, 2021, March 31, 2021	March 13, 2020, March 20, 2020, March 26, 2020 March 27, 2020	March 22, 2019, March 27, 2019, March 28, 2019, March 29, 2019
Date of General Shareholders Meeting	March 19, 2021	March 20, 2020	March 22, 2019
General Shareholders Meeting Not Held on Popular Dates	Yes	No	No
Paper-based Voting	No	No	No
Electronic Voting	Yes	Yes	No
Proxy Solicitation Provided	Yes	Yes	Yes

The voting results of agenda items raised at the General Shareholders Meeting during the time period between the start of a business year (January 1, 2020) to which the disclosure period belongs and the disclosure submission date are as follows:

▷ (Table 1-②-2) 57th GSM Voting Results on Each Agenda Item (Mar. 19, 2021)

Regular		57 th General Shareholders Meeting			March 19, 2021	
Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares that exerted voting rights out of ① (A)	Number of shares for approval (B)
						(%)
						Number of shares for disapproval or abstain (C)
						(%)
Agenda 1	Ordinary	57 th (Jan.1.2020-Dec.31.2020) financial statement (including statement of appropriated retained earnings) and consolidated financial statement	Approved	163,464,393	121,315,687	120,335,108
						(99.19%)
						980,579
						(0.81%)
Agenda 2-1-1	Ordinary	Appointment of Independent Director Philippe Cochet	Approved	163,464,393	121,315,687	111,890,339
						(92.23%)
						9,425,348
						(7.77%)
Agenda 2-1-2	Ordinary	Appointment of Independent Director Joong Kyung Choi	Approved	163,464,393	121,315,687	121,110,854
						(99.83%)
						204,833
						(0.17%)
Agenda 2-2-1	Ordinary	Appointment of Executive Director Jung Suk Koh	Approved	163,464,393	121,315,687	119,867,303
						(98.81%)
						1,448,384
						(1.19%)

Regular		57 th General Shareholders Meeting			March 19, 2021	
Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares that exerted voting rights out of ① (A)	Number of shares for approval (B)
						(%)
						Number of shares for disapproval or abstain (C)
						(%)
Agenda 2-2-2	Ordinary	Appointment of Executive Director Sechul Oh	Approved	163,464,393	121,315,687	120,634,294
						(99.44%)
						681,393
						(0.56%)
Agenda 2-2-3	Ordinary	Appointment of Executive Director Seunghwan Han	Approved	163,464,393	121,315,687	120,631,963
						(99.44%)
						683,724
						(0.56%)
Agenda 2-2-4	Ordinary	Appointment of Executive Director Joonseo Lee	Approved	163,464,393	121,315,687	119,602,326
						(98.59%)
						1,713,361
						(1.41%)
Agenda 3	Ordinary	Approval of director remuneration limit	Approved	163,464,393	121,315,687	104,294,458
						(85.97%)
						17,021,229
						(14.03%)

▷ (Table 1-②-3) 56th GSM Voting Results on Each Agenda Item (Mar. 20, 2020)

Regular		56th General Shareholders Meeting			March 20, 2020		
Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (㉠)	Number of shares which exerted voting rights out of ㉠ (A)	Number of shares for approval (B)	
						(%)	
						Number of shares for disapproval or abstain (C)	
						(%)	
Agenda 1	Ordinary	56 th (Jan. 1, 2019-Dec. 31, 2019) financial statement (including statement of appropriated retained earnings) and consolidated financial statement	Approved	163,464,393	119,559,812	115,705,765	
						(96.78%)	
						3,854,047	
						(3.22%)	
Agenda 2	Special	Cancellation of treasury shares	Approved	163,464,393	119,559,812	119,440,582	
						(99.90%)	
						119,230	
						(0.10%)	
Agenda 3	Agenda 3-1	Ordinary	Appointment of Independent Director Janice Lee	Approved	163,464,393	119,559,812	118,056,803
							(98.74%)
							1,503,009
							(1.26%)
	Agenda 3-2	Ordinary	Appointment of Independent Director Byung Suk Chung	Approved	163,464,393	119,559,812	119,283,301
							(99.77%)
							276,511
							(0.23%)

Regular		56th General Shareholders Meeting				March 20, 2020	
Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B)	
						(%)	Number of shares for disapproval or abstain (C)
						(%)	
Agenda 3-3	Ordinary	Appointment of Independent Director Sang Seung Yi	Approved	163,464,393	119,559,812	119,285,160	
						(99.77%)	
						274,652	
						(0.23%)	
Agenda 4	Agenda 4-1	Appointment of Audit Committee member Janice Lee	Approved	103,025,089	59,120,508	57,580,183	
						(97.39%)	
						1,540,325	
						(2.61%)	
	Agenda 4-2	Appointment of Audit Committee member Byung Suk Chung	Approved	103,025,089	59,120,508	58,836,834	
						(99.52%)	
						283,674	
						(0.48%)	
	Agenda 4-3	Appointment of Audit Committee member Sang Seung Yi	Approved	103,025,089	59,120,508	58,838,492	
						(99.52%)	
						282,016	
						(0.48%)	
Agenda 5	Ordinary	Approval of director remuneration limit	Approved	163,464,393	119,559,812	117,955,334	
						(98.66%)	
						1,604,478	
						(1.34%)	

※ The number of shares where voting rights were exercised are based on those exercised via proxy and electronic voting.

▷ (Table 1-②-4) 55th GSM Voting Results on Each Agenda Item (Mar. 22, 2019)

Regular		55 th General Shareholders Meeting			March 22, 2019	
Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B) (%) Number of shares for disapproval or abstain (C) (%)
Agenda 1	Ordinary	55 th (Jan. 1, 2018 – Dec. 31, 2018) financial statement (including statement of appropriated retained earnings) and consolidated financial statement	Approved	163,464,394	119,016,116	115,273,752
						(96.86%)
						3,742,364
						(3.14%)
Agenda 2	Special	Amendments to the Articles of Incorporation	Approved	163,464,394	119,016,116	118,984,595
						(99.97%)
						31,521
						(0.03%)
Agenda 3	Ordinary	Approval of director remuneration limit	Approved	163,464,394	119,016,116	118,144,086
						(99.27%)
						872,030
						(0.73%)

※ The number of shares where voting rights were exercised are based on those exercised via proxy and electronic voting.

The Company has introduced an electronic voting system as of the 56th General Shareholders Meeting held on March 20, 2020, and an electronic proxy voting system as of the 57th General Shareholders Meeting held on March 19, 2021. Thus, the shareholders of the Company can exercise their voting rights via electronic voting or electronic proxy solicitation, without being present at the meeting. Currently, the Company does not implement a paper-based voting system.

Also, for the convenience of the shareholders, the 57th General Shareholders Meeting was broadcasted in real time, which could be accessed on the website and mobile phones.

(Sub-principle 1-③) Corporate should enable shareholders to easily propose an agenda to the General Shareholders Meeting, and allow questions and explanations to be freely asked and called upon on the agenda items suggested by shareholders at the General Shareholders Meeting.

(4) Shareholder Proposals

① Information on Shareholder Proposal Procedure

The information related to the shareholder proposal procedure is available on: <http://www.samsungcnt.com/stockInfo/meeting.do>

② Internal Guidelines and Procedures for Shareholder Proposals

Pursuant to Article 363-2 and Article 542-6 of the Commercial Act, shareholders who are eligible for exercising shareholder rights may present shareholder proposals as agenda items of the General Shareholders Meeting 6 weeks prior to the meeting. The Company places the proposed items on the agenda for the General Shareholders Meeting after a Board resolution, except when such proposals are in violation of relevant laws or the Articles of Incorporation.

③ Shareholder Proposal Submission History

The Company has not received any shareholder proposal during the time period between the start of the business year (January 1, 2020) to which the disclosure period belongs and the disclosure submission date.

※ Requirement to make a proposal: Shareholders must own 3% or more of outstanding shares with voting rights or 1% or more of outstanding shares with voting rights for at least 6 months up to the day of the proposal.

▷ (Table 1-③-1) Shareholder Proposal Submission History

Date of suggestion	Suggested by	Main content	Follow-up	Approval/disapproval	Approval rate (%)	Disapproval rate (%)
N/A						

The Company allows questions and explanations to be freely asked and called upon on agenda items suggested by shareholders at the General Shareholders Meeting. Furthermore, the Company holds a session to provide detailed business updates at the General Shareholders Meeting.

④ Official Letters from Institutional Investors

The Company has not received any official letters from institutional investors sent as part of its fiduciary duties, during the time period between the start of the business year (January 1, 2020) to which the disclosure period belongs and the disclosure submission date.

▷ (Table 1-③-2) Official Letters from Institutional Investors

Date sent	Institutional Investor	Main content of the official letter	Response date	Main content of response
N/A				

(Sub-principle 1-④) Company should prepare and inform shareholders on mid to long-term shareholder return policy and plans, including information on dividends.

(5) Shareholder Return Policy

Since 2017, the Company has been announcing and implementing three-year shareholder return policies. After careful consideration of various opinions from the stakeholders, the Company announced the next three-year shareholder return policy (FY2020 to FY2022) in February 2020, which enables the Company to retain capital for future growth whilst enhancing shareholder returns.

The Company will pay out 60-70% of the dividend income that comes steadily from affiliate share assets to the shareholders to enhance the predictability of dividends and eventually return most of its dividend income, leaving out the corporate tax, to shareholders.

The current DPS of KRW 2,000 will be set as the minimum payout amount, with the possibility of shareholders receiving more in proportion to an increase in the Company's dividend income. Even in case the Company's dividend income remains unchanged, the Company plans to adjust the re-payout ratio to increase shareholder returns.

In an effort to enhance shareholder value, the Company has decided to cancel the treasury shares acquired through appraisal rights at the time of the merger in 2015 (about 1.5% of total shares issued) upon the resolution made at the General Meeting of Shareholders in March 2020, and 2,802,962 common shares and 15 preferred shares were cancelled on April 24, 2020 accordingly. As for the remaining treasury shares, the Company will review various utilization options that can enhance shareholder returns, which may include investment for the company's future growth or additional cancellations.

The Company makes fair disclosure of all information regarding the shareholder return policy, and related information is available on its website.

Samsung C&T Website: <http://www.samsungcnt.com/stockInfo/meeting.do>

(Sub-principle 1-⑤) Shareholders' rights to receive an appropriate amount of dividend in line with shareholder return policy and future plan should be respected.

(6) Shareholder Return Status

Shareholder returns for the last 3 business years are as follows:

The total dividend of 2020 is KRW 379.4 billion, which is 15% up YoY.

▷ (Table 1-⑤-1) Dividend Statement of Last 3 Business Years

(Share, KRW, %)

Business year	Fiscal year -end	Type of stock	Stock dividend	Cash dividend				
				Dividend per share	Total dividend ¹⁾	Dividend rate to market value ²⁾	Pay-out Ratio ³⁾	
2020	Dec.	Common stock	-	2,300	375,968,103,900	1.7	36.6	118.5
		Preferred stock	-	2,350	3,448,836,500	1.8		
2019	Dec.	Common stock	-	2,000	326,928,786,000	1.9	31.4	61.0
		Preferred stock	-	2,050	3,008,559,500	2.7		
2018	Dec.	Common stock	-	2,000	326,928,788,000	1.9	19.3	27.9
		Preferred stock	-	2,050	3,008,559,550	2.9		

1) The annual dividend payment of respective fiscal year

2) The ratio of the per share dividend against the arithmetic average of the closing price over a one-week period from two days before the closure of the register of shareholders

3) Total dividend / Consolidated or Individual Net Income

Samsung C&T does not grant differential dividends as it is not in line with its principle of promoting equitable treatment for shareholders. The Articles of Incorporation provide grounds for interim dividends; however, the Company has not yet made any interim dividend payments up to the point of report submission, and does not make quarterly dividend payments.

In order to ensure the right of the shareholders to receive an appropriate level of shareholder returns, such as dividends, the Company provides shareholders with sufficient information on dividend policy and other relevant information. Specifically, the information related to dividend payout is distributed to each shareholder by mail,

and is also made available through the electronic disclosure system and the corporate website to enhance the convenience and transparency for investors.

※ Please refer to the disclosures made on January 27, 2021 (decision on cash dividend) and on February 26, 2020 with regard to matters subject to mandatory regular disclosure (fair disclosure).

2. Fair Treatment of Shareholders

(Key Principle 2) Fair Treatment of Shareholders

- 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.

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

(1) Classes of Shares

As of the date of completion of the 2020 Corporate Governance Report, the total number of shares issued is 188,514,506. As per the Articles of Incorporation, the maximum number of shares the Company can issue is a total of 500,000,000 shares (KRW 100 per share), and the number of shares the Company has issued as common shares and preferred shares are 186,887,081 shares (99.14%) and 1,627,425 shares (0.86%) respectively.

▷ (Table 2-①-1) Share Issuance Status

		Number of issuable shares (unit: share) ¹⁾	Number of issued shares (unit: share) ²⁾	Note
Common stock		500,000,000	186,887,081	-
Class stock	Preferred stock		1,627,425	-

1) The number of authorized shares as of the date of completion of this report (in accordance with the Articles of Corporation)

2) Total number of shares issued as of the date of the Corporate Governance Report completion – number of shares decreased (reduction of capital, reduction of surplus, etc.) as of the date of completion of this report

※ The Company cancelled 2,802,962 common stocks and 15 preferred stocks among the Company's treasury stocks as of April 24, 2020 (date of capital reduction) as per the resolution made at the General Shareholders Meeting held on March 20, 2020.

Preferred shares are not followed by voting rights. However, in case the prescribed preferred dividends are not paid out in a particular fiscal year, the preferred shares are accompanied with voting rights starting from the next shareholders meeting following the meeting in which the resolution not to pay the prescribed preferred dividends was made until the closing of the shareholders meeting at which the payout of the preferred

dividends is resolved. As of the time of the submission of this report, no general meeting of class shareholders has been held.

The Company distributes voting rights in a fair manner based on the principle of one vote per common share and is proportional to the class and number of shares.

(2) Shareholder Engagement (IR activities/public disclosure, etc.)

The Company communicates key information about business and financial matters to its shareholders through IR meetings and disclosure on the website and stock exchanges.

The Company is in active communication with domestic and overseas institutional/individual shareholders. The Company stays connected with institutional investors through various channels such as Non-Deal Roadshows (NDRs), conferences organized by securities firms, and one-on-one meetings. For the communication with individual shareholders, the Company's IR representatives receive phone calls to listen to opinions and inquiries.

The Company's investor relations activities are as follows:

▷ (Table 2-①-2) Key IR, Conference Calls, Communication with Shareholders

Date	Counterpart	Occasion	Agenda	Note
Jan. 22, 2020	Analysts/domestic institutional investors	Conference call	4Q19 earnings	
Jan. 23, 2020	Domestic institutional investors	NDR	4Q19 earnings	
Feb. 3, 2020	Overseas institutional investors (Europe)	NDR	4Q19 earnings	
Apr. 22, 2020	Analysts/domestic institutional investors	Conference call	1Q20 earnings	
Apr. 23, 2020	Domestic institutional investors	NDR	1Q20 earnings	
May 6, 2020	Overseas institutional investors	NDR	1Q20 earnings	
Jun. 9, 2020	Domestic institutional investors	NDR	Key business updates	
Jun. 23, 2020	Overseas institutional investors	Conference call	Key business updates	
Jun. 25, 2020	Domestic institutional investors	NDR	Key business updates	
Jul. 21, 2020	Analysts/domestic institutional investors	Conference call	2Q20 earnings	

Date	Counterpart	Occasion	Agenda	Note
Jul. 22, 2020	Domestic institutional investors	NDR	2Q20 earnings	
Jul. 23, 2020	Overseas institutional investors	NDR	2Q20 earnings	
Aug. 18, 2020	Overseas institutional investors	NDR	Key business updates	
Sep. 16, 2020	Domestic/foreign institutional investors	Conference call	Key business updates	
Sep. 18, 2020	Domestic/foreign institutional investors	NDR	Key business updates	
Oct. 27, 2020	Analysts/domestic institutional investors	Conference call	3Q20 earnings	
Oct. 27, 2020	Domestic institutional investors	NDR	3Q20 earnings	
Nov. 4, 2020	Overseas institutional investors	NDR	3Q20 earnings	
Nov. 9, 2020	Overseas institutional investors	Conference call	Key business updates	
Jan. 27, 2021	Analysts/domestic institutional investors	Conference call	4Q20 earnings	
Jan. 28, 2021	Domestic institutional investors	NDR	4Q20 earnings	
Feb. 4, 2021	Overseas institutional investors (Europe)	NDR	4Q20 earnings	
Mar. 5, 2021	Overseas institutional investors	Conference call	Key business updates	
Apr. 28, 2021	Analysts/domestic institutional investors	Conference call	1Q21 earnings	
Apr. 29, 2021	Domestic institutional investors	NDR	1Q21 earnings	
May 10, 2021	Overseas institutional investors	NDR	1Q21 earnings	

※ The dates indicated above refer to the start date of each IR activity.

※ Due to COVID-19, domestic/overseas NDRs since 2020 were held in the form of conference calls.

Furthermore, the Company heeds to the opinions of investors and market participants through two shareholder advocates appointed among the ESG Committee members. The shareholder advocates report meaningful discussions and comments that arise from communication with shareholders to the ESG Committee and the Board, and continuously identify and develop policies and activities to protect shareholders' rights and interests. The shareholder advocates hold meetings with stock analysts and domestic and overseas investors as part of an effort to invigorate communication with market participants.

Key corporate information regarding business performance/status, financial matters, the shareholder return policy, etc. are posted on the company's website (in Korean and English). For additional inquiries, other means of communication, such as making

inquiries through the IR representatives contact number or the website, are also available.

- Contact number: 02-3458-3139
- Website: <http://www.samsungcnt.com/custInq/main.do> (Korean)
<http://www.samsungcnt.com/eng/contactIr/main.do> (English)

Currently, Samsung C&T does not make public disclosure in English through the Korea Investor's Network for Disclosure System (KIND) of the Korea Exchange; however, key disclosure contents translated in English are made available on the Company's English website for the convenience of foreign shareholders.

- Website: <http://www.samsungcnt.com/eng/dis/list.do>

▷ (Table 2-①-3) History of Disclosure in English

Date of disclosure	Title of disclosure (English)	Main content (Korean)
N/A		

The Company discloses provisional quarterly earnings (January, April, July and October) and other materials subject to public disclosure through the electronic public disclosure system, and detailed information can be found on the Company's website.

The history of fair disclosures of the Company is as follows:

▷ (Table 2-①-4) History of Fair Disclosures

Date of disclosure	Title of disclosure	Details
Jan. 22, 2020	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 4 th quarter of 2019
Jan. 22, 2020	Report on earnings outlook based on the consolidated financial statement	Business outlook for 2020 (sales and new orders)
Feb. 26, 2020	Matters subject to mandatory regular disclosure (fair disclosure)	3-year Shareholder Return Policy (FY2020 to FY2022)
Apr. 22, 2020	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 1 st quarter of 2020
Jul. 21, 2020	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 2 nd quarter of 2020
Oct. 27, 2020	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 3 rd quarter of 2020
Jan. 27, 2021	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 4 th quarter of 2020
Jan. 27, 2021	Report on earnings outlook based on the consolidated financial statement	Business outlook for 2021 (sales and new orders)
Apr. 28, 2021	Report on (provisional) earnings based on the consolidated financial statement	Provisional earnings of 1 st quarter of 2021

The Company has not been designated as an unfaithful disclosure corporation during the time period between the starting date of a business year to which the disclosure period belongs and the disclosure submission date.

▷ (Table 2-①-5) History of Designation as an Unfaithful Disclosure Corporation

Types of unfaithful disclosure	Designation date	Reason for designation	Demerit points	Fines	Improvement effort made after the designation
N/A					

The Company provides sufficient business information on the corporation in a timely and fair manner, and is continuously working to enhance the fairness of the disclosure.

(Sub-principle 2-②) Corporate should prepare and operate measures that can protect shareholders from unfair internal transactions and self-dealing of other shareholders, such as majority shareholders, etc.

(3) Shareholder Protection from Unfair Internal Transactions and Self-Dealing

In order to prevent members of the management or controlling shareholders from engaging in related-party transactions or self-dealing for private gain, the Company has determined to have large-scale transactions with a specially-related person as per the Commercial Act and transactions between the Company and directors subject to a Board resolution pursuant to Article 42 of the Articles of Incorporation and Article 12-1 of the Board Regulations.

Furthermore, the Company has established the Related Party Transaction Committee, consisting only of independent directors, for the deliberation and approval of any major related-party transaction that exceeds more than KRW 5 billion under the Fair Trade Act of Korea or any transaction deemed important to the Company even if it does not exceed 5 billion. The Related Party Transaction Committee receives reports on the status of internal transactions with affiliates and has an authority to order in-depth investigations. The Committee also retains the authority to propose the Board of Directors of corrective actions of any transaction that materially violates applicable laws or internal regulations.

The history of transactions with parties in a special relationship, such as controlling shareholders, during which the disclosure period belongs is as follows:

▷ **(Table 2-②-1) Sales/Purchase history with affiliates**

(KRW Mn)

	Amount of transaction with affiliates	Total amount of transaction	Ratio (%)
Sales	4,597,630	19,088,823	24.09
Purchase	346,074	18,810,667	1.84

※ Based on the 2020 Separate Financial Statements

IV. Board of Directors

1. Functions

(Key Principle 3) Functions of the Board of Directors

- **The Board must establish the business objectives and strategies in the best interest of the company and its shareholders, and effectively supervise the activities of the management.**

(Sub-Principle 3-①) The Board of Directors must effectively perform its duty of management decision-making and management supervision.

(1) Board Functions

The Board of Directors aims to create corporate value and protect the interests of shareholders/investors. As the highest decision-making body of the Company, it decides on matters of importance with regards to managing the company, establishing the Company's management goals/strategy and policies for improving governance and providing oversight over the activities of Company management.

To ensure that the Board effectively performs its duties, the Company provides systematic overall assistance through the Corporate Secretariat, an organization dedicated to supporting the Board, as well as departments for supporting each committee. In addition, the Company holds the General Shareholders Meeting over a period of 2 days, including sessions attended by independent directors only, that allow for sufficient review and optimal decision-making by the Board of Directors.

① Matters for Deliberation and Resolution

The Board of Directors reviews and approves matters specified by relevant laws and the Company's Articles of Incorporation, matters that have been delegated to the Board through the General Shareholders Meeting, and matters of importance with regards to implementing the management strategy and principles of the Company. The board also provides oversight on the execution activities of the Company's management.

In particular, in addition to mandatory items specified by relevant laws, the Board deliberates on management goals and business directions, execution of charitable funds in excess of KRW 1 billion, Shareholder Advocate activities, and other matters that it sees fit.

Matters for resolution by the Board of Directors specified by the Articles of Incorporation and the Board Regulations are as follows:

(a) Matters regarding the General Shareholders Meeting

- Decision to convene a General Shareholders Meeting
- Approval of financial statements
- Alteration of the Articles of Incorporation
- Dismissal, merger, spin-off, merger through division, and continuation of the Company
- Entire or partial transfer of the Company's business; entire or partial acquisition of a business that may have material effect on the Company's existing business
- Appointment and dismissal of directors of the Board and members of the Audit Committee
- Matters concerning director compensation, etc.

(b) Matters regarding management of the Company

- Installment, operation and termination of Board committees
- Establishment, enactment and termination of material internal regulations such as the Board Regulations
- Approval of the Company's yearly business report, semi-yearly and quarterly financial statements, etc.

(c) Matters concerning the Company's finances

- Matters regarding acquisition and disposal of treasury shares
- Matters regarding issuance of new shares
- Matters regarding issuance of bonds with warranties and convertible bonds
- Capital investment or disposal of shares; provision of security; provision, takeover, waiver of corporate guarantees on loans; conclusion of financial loan agreements with important third-party entities in which the scale of the transaction is in excess of a certain percentage of the Company's equity
- Large-scale transactions in which the counterpart is a specially-related person as defined in the Commercial Code or the transaction is carried out for the benefit of such as persons

(d) Matters Concerning Directors

- Approval of transaction between the Company and directors, etc., or approval of the use by directors of business opportunities and assets of the Company
- Concurrent directorship at another company which is in competition with or in the same industry as the Company
- Appointment or dismissal of the President & CEO or selection of co-representatives
- Appointment or removal of directors' position or duty

(e) Other Matters

- Other matters set forth in laws and regulations or the Articles of Incorporation; matters delegated through the General Shareholders Meeting
- Material matters deemed necessary by the President & CEO

② Delegation of Board Authority

Among the matters that require a resolution from the Board of Directors, excluding those set forth by laws and regulations or the Articles of Incorporation, the Board of Directors may, by its resolution, delegate the decision to the President & CEO or a Board committee.

The approval of a committee for delegated matters maintains the same authority as the approval of the Board of Directors, while matters concerning the organization, operation, and authorities of committees shall be handled in accordance with the stipulated regulations of each committee.

(Sub-Principle 3-②) The board of directors must prepare, operate, and continuously improve upon a CEO succession policy (including appointment plans in case of emergency).

(2) Management Succession

The President & CEO (chief executive officer) must possess extensive experience, knowledge and management capabilities, and be able to provide a clear vision for the Company to enhance shareholders and stakeholders' interest.

As these requirements cannot be obtained within a short period of time, the Company searches for suitable candidates for key positions, including that of the President & CEO, in advance, and manages the pool of candidates through regular assessment and a systematic strategy to foster future executives. The candidates are divided into the 'Ready Now' candidates, who are capable of assuming the role immediately upon their appointment, and the 'Ready Later' candidates, who can take the role within a few years after showing further improvements. Multiple candidates are being considered and under review to prepare for sudden changes in the management environment or unexpected circumstances and/or accidents occurring to the President & CEOs.

The Company provides diverse opportunities to candidates so that they can have experiences in different positions within the Company. The HR team ensures that the high-ranking executives who are candidates for the President & CEO position take training programs to develop comprehensive management skills that are required in future President & CEOs, such as business strategies, leadership, global capabilities, etc. The HR team also provides educational programs, such as annual language courses. In 2020, a total of 6 candidates received 3 sessions of such training in the course of 3 weeks.

The Company operates an internal process for the succession of the President & CEO positions. The key management, including the current President & CEOs, determines the pool of candidates for the President & CEO position. In case of a change in the position, the key management reviews the most suitable candidate among the fostered executives, and the Board of Directors recommends the final candidate for the executive director position. President & CEOs are appointed through an approval at the General Shareholders' Meeting followed by the resolution of the Board of Directors. In case the current President & CEO is unable to carry out his/her duties, the acting President & CEO is immediately appointed by the Board of Directors in accordance with the Articles of Incorporation of the Company, and the CEO of succession is appointed among the 'Ready Now' pool and the candidate is appointed as an executive director at the General Shareholders' Meeting. The succession process will be completed with a resolution to appoint the executive director as a President & CEO at the Board of Directors.

(Sub-Principle 3-③) The Board of Directors must prepare, operate, and continuously improve policies for internal control (risk management, compliance, internal accounting, public disclosure management, etc.)

(3) Internal Control Policy

① Risk Management

As uncertainties increase in the business environment, the Company is operating under a corporate-level risk management system to ensure sustainability.

The Company has identified 11 key risk factors that require corporate-level management, including economic environment, policy/regulation change, business portfolio, financial stability, group operation, accounting transparency, laws and ethics, labor/human rights, safety/environment, co-prosperity and stakeholders.

The management of the 11 key risk areas is delegated to the Board of Directors and specific Committees, depending on importance and characteristics. The roles for each area are assigned as below: policy/regulation change and business portfolio to the Board of Directors; group operation to the Management Committee; accounting transparency to the Audit Committee; law and ethics to the Related Party Transaction Committee; ESG and stakeholder risks to the ESG Committee, etc.

Particularly, with the ESG Committee at its forefront, the Company has been strengthening the management of non-financial risks, such as environment, labor/human rights, safety/environment, co-prosperity, compliance, privacy protection, corporate governance, etc., and deliberates in advance on major business matters that may significantly affect shareholder value. In September and October of 2020, the Company has reported to the Board of Directors on ESG-related risks, including the Company's participation in coal-fired power generation projects and future plans for coal-related businesses.

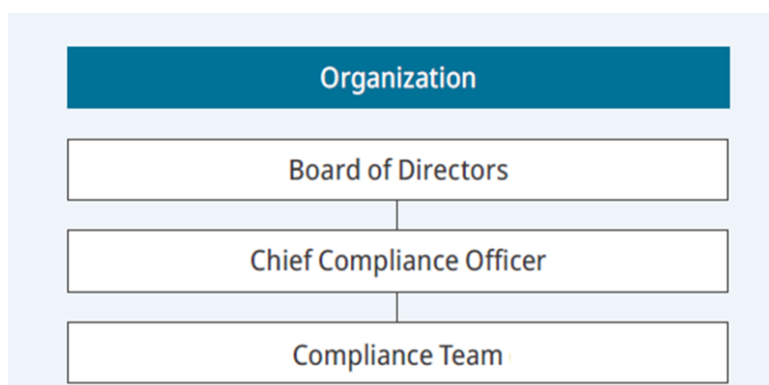
② Compliance

Pursuant to Article 542-13 of the Commercial Act and Article 12 of the Board of Directors Regulation, the Company has appointed a legally qualified Chief Compliance Officer to ensure the adoption and compliance review of the corporate compliance control standards. The result is disclosed in the Company's business report.

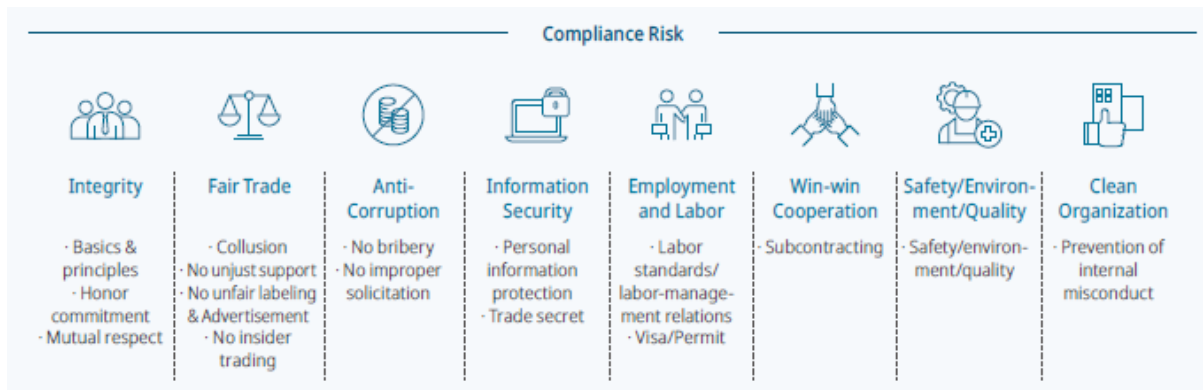
The profile of the Chief Compliance Officer, as of the date of the submission of this report, is shown in the table below.

Name	Title	Career Highlights	Date of Appointment (Term)
Hyundong Lee	Head of Compliance Team	<ul style="list-style-type: none">- Bachelor of Laws, Seoul National University (1988)- 19th class of Judicial Research & Training Institute (1988)- Prosecutor at the Seoul District Public Prosecutors' Office (1996)- CCO & EVP at Samsung C&T (2020-)	Feb. 26, 2020 (3 years)

Since 2020, the Company has organized the Compliance Team directly under the Board of Directors, thus enhancing independence and efficiency in the operation of the compliance system.



In order to establish and operate comprehensive legal risk assessment and management system that works effectively under the Company's overall risk control system, the compliance risk management system is regularly updated.



The Company distributed and published the Compliance Code of Conduct and Guides based on the Company's compliance risk management system. (Go to Code of Ethics on Samsung C&T's website.) In addition, compliance training programs are designed and implemented to foster the culture of compliance management and are provided to all executives and employees. Also, compliance promotion programs are continuously being carried out to build the corporate culture of compliance. Aside from this, corporate-wide self-audits for all executives and employees runs parallel with the Chief Compliance Officer's compliance audit to check and evaluate the employees' level of compliance with the compliance standards.

The Chief Compliance Officer attends all Board of Directors meetings to support lawfulness in the Board's decision-making and regularly reports to the Board at least twice a year on the Company's compliance activities, compliance audit results and the validation for the compliance system as per the Company's compliance control standards.

③ Internal Accounting Controlling System

The Company has established and operates an internal accounting control system pursuant to the Act on External Audit of Stock Companies, its Enforcement Decree, and the Regulation on External Audit and Accounting. To enhance the reliability of its financial statements, the Company has also developed policies and procedures required to design, operate, assess and report its systems based on the regulations and has designed and is operating a rational and effective internal accounting control system. The Regulation on External Audit and Accounting of the Company was revised on January, 2019, based on the Act on External Audit of Stock Companies that was amended in November, 2018.

The Company inspects the effectiveness of its internal accounting control system each business year pursuant to Article 17 of the Regulation on External Audit and Accounting, and reports the result to the Audit Committee, Board and at the General Shareholders' Meeting. Throughout the year 2020, the Company conducted 1 design evaluation and 2 operation evaluations by engaging with professional consultants from external accounting firms and utilizing designated internal personnel of the Company. In evaluating its internal accounting control system, the assessment was based on the Conceptual Framework on Design and Operation of Internal Accounting Control System and the Guidelines for Assessment and Report on Internal Accounting Control System released by the steering committee of the Internal Accounting Control System. Based on this, the Company evaluated whether the internal accounting control system is designed and operating in a way that prevents and detects errors or misconducts that may cause accounting distortions in financial statements. As of December 31, 2020, no significant deficiencies or critical vulnerabilities were found in design and operation.

Samil PwC (PricewaterhouseCoopers), the Company's external auditor, has audited the operational status of the internal accounting control system as of December 31, 2020. The external auditor has expressed an unqualified opinion, stating that "the Company has effectively designed and is operating its system as per the Conceptual Framework on Design and Operation of the system in terms of its importance".

④ Public Disclosure Management

The Company carries out public disclosure tasks in compliance with relevant laws and regulations. Business reports, bi-yearly reports, quarterly reports and other documents to be released regularly are written in compliance with guidelines and standards for making public disclosure documents, and disclosed as per laws including the Capital Market and Financial Investment Business Act. Large-scale internal trades are disclosed as per the Monopoly Regulation and Fair Trade Act. Non-regular disclosures, such as ad-hoc disclosure, fair disclosure and inquiry disclosure, are made based on the Securities Market Disclosure Regulations.

The responsible department has designated one manager and two staff members in the IR & Finance Team of Corporate Strategy Office to be in charge of public disclosure duties and registered them on the Korea Exchange.

The Company has internal guidelines for managing information disclosure and operates a corporate-wide disclosure inspection system in order to ensure timely disclosure as per relevant laws and regulations and the systematic management of disclosed information. The different attributes of each business groups, including E&C, T&I, Fashion and Resort, are considered when appointing people who are responsible for inspection duties in each business unit or team to effectively manage information disclosure. The inspectors check the disclosure items anticipated for each week through the disclosure inspection system, and the information is shared with the designated staff members. The inspectors follow up with how the disclosed information proceeds.

Also, the department responsible for public disclosure reviews the resolutions made by the Board of Directors or the Committees so that accurate information can be released in a timely manner.

The disclosure manager and staff members of the Company regularly receive training on information disclosure to cultivate expertise. In case of the establishment or revision of new policies or legislations, the manager and staff members receive training in advance to address potential risks arising from the changes.

The inspectors in each group participate in regular training to enhance their understanding of disclosure duties and to strengthen the inspection function for timely disclosure. Key information that needs to be released and standards are posted every year corporate-wide and separately sent to the inspectors to inform them of relevant changes and updates in advance.

2. Board Structure

(Key Principle 4) Composition of the Board

▪ The board must 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.

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

(1) Board Structure and Organization

The Articles of Incorporation of the Company stipulate that the Board of Directors must be consisted of 3 to 14 directors, but with at least 3 independent directors accounting for a majority of overall seats in the Board. The Company currently has 9 directors on the board (4 executive directors and 5 independent directors) in compliance to the legal requirement.

In an effort to ensure the independence of the Board and establish a transparent governance structure, the Company separated the Chairman of the Board and President & CEO roles in March 2018 and later introduced the lead independent director system in February 2020. Furthermore, the Company appointed an independent director as chairman of the Board of Directors for the first time in 2021.

In addition, to reinforce the expertise and efficiency, the Company operates 6 committees—ESG Committee, Management Committee, Audit Committee, Independent Director Recommendation Committee, Related Party Transaction Committee, and Compensation Committee—under the Board. Directors possessing relevant expertise and experience are assigned to each committee to ensure optimal decision-making of matters delegated by the Board.

In particular, the Governance Committee was expanded and reorganized as the ESG Committee to not only enhance the shareholder value, but also strengthen the Company's board-centric ESG management with the participation of all independent directors. The Auditing Team, the Company's internal auditing body, was placed under the Audit Committee to enable independent accounting and work audits.

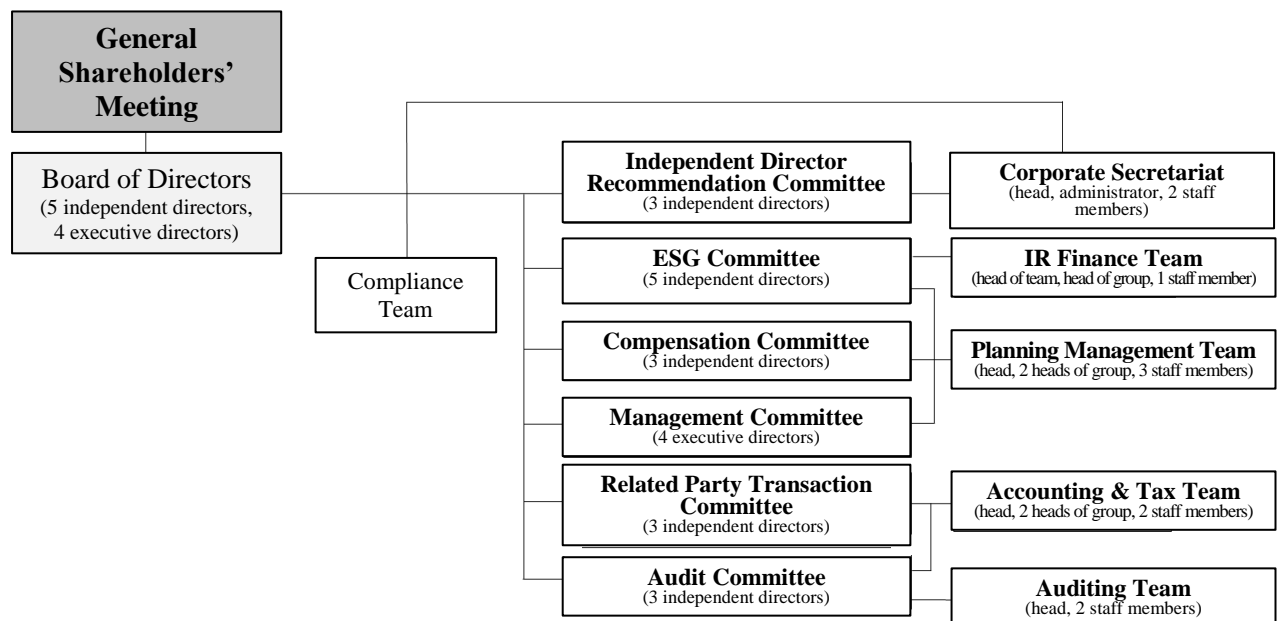
The chairpersons and members of the Committees are selected with consideration of the areas of specialty and experience of individual independent directors to enhance the

expertise of Board committees. Accordingly, the chairpersons of the Committees are: Director Janice Lee, an expert of finance and accounting, for the Audit Committee; Director Philippe Cochet, an expert of industries and business and a former member of the management of a global corporate, for the Independent Director Recommendation Committee; Director Sang Seung Yi, a fair trade expert, for the Related Party Transaction Committee; Director Joong Kyung Choi, an administration and accounting expert, for the Compensation Committee; and Director and Chairperson of the BoD Byung Suk Chung, an expert of employment and labor policies, for the ESG Committee.

In 2020, the Company established the Corporate Secretariat as an organization dedicated to assisting Board operations and independent director activities. The Corporate Secretariat and the departments assisting each committee work to assist the Board and the Board committees in making responsible decisions by preparing materials on agenda items for the Board members to thoroughly review ahead of each Board meeting and by holding explanatory sessions when necessary, etc. The Corporate Secretariat also organizes briefing sessions and business site visits for independent directors to enhance their understanding of the Company's businesses and to equip them with the information required for carrying out their duties.

The Board of Directors, Committees, and relevant support departments are organized as follows:

▷ (Table 4-①-1) Board-Related Organizations



▷ (Table 4-①-2) Composition of the Board

	Name	Position/Roles	Appoint ment	Term Expiry	Expertise	Career
Independent Director	Byung Suk Chung (M)	Chairman of the BOD ESG Committee (Chair) Independent Director Recommendation Committee Compensation Committee	Mar. 2020	Mar. 2023	Labor/ Employment	Professor Emeritus, Korea Univ. of Technology & Education
	Philippe Cochet (M)	Independent Director Recommendation Committee (Chair) ESG Committee	Mar. 2018	Mar. 2024	Corporate Management	Former GE Senior VP & CPO
	Janice Lee (F)	Audit Committee (Chair) ESG Committee Related Party Transaction Committee Compensation Committee	Mar. 2020	Mar. 2023	Finance/ Accounting/ Risk Management	Advisor (Kim & Chang Law Firm)

	Name	Position/Roles	Appoint ment	Term Expiry	Expertise	Career
	Sang Seung Yi (M)	Related Party Transaction Committee (Chair) ESG Committee Independent Director Recommendation Committee Audit Committee	Mar. 2020	Mar. 2023	Fair Trade/ Corporate Governance	Professor of Economics (Seoul National Univ.)
	Joong Kyung Choi (M)	Compensation Committee (Chair) ESG Committee Related Party Transaction Committee	Mar. 2021	Mar. 2024	Accounting/ Public Administration	Chairman of GuideStar Korea
Executive Director	Jung Suk Koh (M)	Management Committee (Chair)	Mar. 2018	Mar. 2024	Corporate Management	President & CEO (Trading & Investment)
	Sechul Oh (M)	Management Committee	Mar. 2021	Mar. 2024	Corporate Management	President & CEO (Engineering & Construction)
	Seunghwan Han (M)	Management Committee	Mar. 2021	Mar. 2024	Corporate Management	President & CEO (Resort)
	Joonseo Lee (M)	Management Committee	Mar. 2021	Mar. 2024	Corporate Management	Executive Vice President (Fashion)

▷ (Table 4-①-3) Composition of Board Committees

	Position		Name	Concurrent	Responsibilities
ESG Committee (A)	Chair	Independent Directors	Byung Suk Chung	B,C,E	Deliberate on the corporate matters that have a significant impact on shareholder value, suggest policies to enhance shareholder value, and deliberate on matters related to corporate social responsibility.
	Member		Philippe Cochet	B	
	Member		Janice Lee	C,D,E	
	Member		Sang Seung Yi	B,C,D	
	Member		Joong Kyung Choi	D,E	
Independent Director Recommendation Committee (B)	Chair	Independent Directors	Philippe Cochet	A	Recommend suitable candidates for independent directorship by comprehensive consideration of independency, expertise and competencies.
	Member		Byung Suk Chung	A,C,E	
	Member		Sang Seung Yi	A,C,D	
Audit Committee (C)	Chair	Independent Directors	Janice Lee	A,D,E	Review the financial statements and the results and process of auditing conducted by accounting firms. Also conduct operation audits on risk management and the legality of compliance issues.
	Member		Byung Suk Chung	A,B,E	
	Member		Sang Seung Yi	A,B,D	
Related Party Transaction Committee (D)	Chair	Independent Directors	Sang Seung Yi	A,B,C	Approve related party transactions, receive reports on related party transactions, order investigations and recommend corrective measures.
	Member		Janice Lee	A,C,E	
	Member		Joong Kyung Choi	A,E	
Compensation Committee (E)	Chair	Independent Directors	Joong Kyung Choi	A,D	Deliberate on the ceiling of compensation of directors; execute other matters in relation to directors' compensation that are delegated by the board in order to define a suitable amount.
	Member		Byung Suk Chung	A,B,C	
	Member		Janice Lee	A,C,D	
Management Committee (F)	Chair	Executive Director	Jung Suk Koh	-	Deliberate and approve business matters that have been delegated by the Board of Directors and other important business matters that the Management Committee decides upon.
	Member		Sechul Oh	-	
	Member		Seunghwan Han	-	
	Member		Joonseo Lee	-	

※ Concurrent Position: Indicated if a director holds two or more committee position

(Sub principle 4-②) The Board of Directors must be composed in a way that enables effective and prudent discussion and decision-making, with enough number of independent directors so that it can fulfill its function independently from management and controlling shareholders.

(2) Appointment of Directors

The Company, to ensure that the Board of Directors contributes to the management of the Company and provides effective management oversight, aims to secure diversity, expertise, independence of the Board.

Samsung C&T's Board of Directors consists of 9 members—4 executive directors responsible for managing individual business groups, and 5 independent directors who possess expertise in diverse fields.

Director Byung Suk Chung strives to secure the transparency of the governance system and the independence of the Board as the chairperson of the Board for 2021 based on his experience in supporting the adoption of the minimum wage system and the employment insurance system.

Director Philippe Cochet shares his experiences in corporate management and contributes to enhancing the diversity of the Board by preparing a pool of independent director candidates as a former Chief Productivity Officer at a global corporate.

Director Janice Lee provides a diverse perspective to the Board as a female business leader who has experiences in various industries, such as finance, telecommunication, machinery, etc., and expertise in finance and risk management, while strengthening the risk management of the Company as a former CFO of multiple companies and an expert of accounting and finance.

Director Sang Seung Yi contributes to improving the management transparency and governance of the Company based on his extensive expertise in fair trade and governance.

Director Joong Kyung Choi is expected to reinforce the board-centric management system and facilitate strategic decision-making in pushing for businesses around the globe based on his expertise in finance and accounting, public career and a global network as a former Minister of Knowledge Economy and a former president of the Korean Institute of Certified Public Accountants.

On top of that, Executive Directors Jung Suk Koh (T&I), Sechul Oh (E&C), Seunghwan Han (Resort) and Joonseo Lee (Fashion), as the President & CEO of each

group, conduct responsible management based on years of experience and expertise in each business group.

In terms of expertise and diversity of the independent directors (when allowing for duplicate listing), the Company employs 2 former professional managers, 2 accounting/finance experts, 1 employment/labor expert, 1 fair trade/corporate governance expert, 1 policy expert, 1 female and 2 non-Korean directors. In addition, all independent directors meet the qualification required by the Commercial Act and other relevant laws.

The appointment and changes of directors are as follows:

▷ (Table 4-②-1) Appointment and Changes of Directors

	Name	Date of Appointment	Date of Term Expiry	Date of Status Change	Reason for Status Change	Current Status
Independent Director	Dal Joong Chang	Aug 14, 2014	Mar 24, 2020	Mar 24, 2020	Resignation	Retired
	Jea Choul Kwon	Aug 14, 2014	Mar 24, 2020	Mar 24, 2020	Resignation	Retired
	Chang Hyun Yun	Sept 2, 2015	Mar 22, 2021	Mar 20, 2020	Resignation	Retired
	Hyun Soo Lee	Sept 2, 2015	Mar 19, 2021	Mar 19, 2021	Resignation	Retired
	Byung Suk Chung	Mar 20, 2020	Mar 20, 2023	Mar 20, 2020	Appointment	Incumbent
	Philippe Cochet	Mar 22, 2018	Mar 19, 2024	Mar 19, 2021	Re-appointment	Incumbent
	Janice Lee	Mar 20, 2020	Mar 20, 2023	Mar 20, 2020	Appointment	Incumbent
	Sang Seung Yi	Mar 20, 2020	Mar 20, 2023	Mar 20, 2020	Appointment	Incumbent
	Joong Kyung Choi	Mar 19, 2021	Mar 19, 2024	Mar 19, 2021	Appointment	Incumbent
Executive Director	Chi Hun Choi	Sept 2, 2015	Mar 19, 2021	Mar 19, 2021	Resignation	Retired
	Young Ho Lee	Sept 2, 2015	Mar 19, 2021	Mar 19, 2021	Resignation	Retired
	Keum Yong Chung	Mar 22, 2018	Mar 19, 2021	Mar 19, 2021	Resignation	Retired

	Jung Suk Koh	Mar 22, 2018	Mar 19, 2024	Mar 19, 2021	Re-appointment	Incumbent
	Sechul Oh	Mar 19, 2021	Mar 19, 2024	Mar 19, 2021	Appointment	Incumbent
	Seunghwan Han	Mar 19, 2021	Mar 19, 2024	Mar 19, 2021	Appointment	Incumbent
	Joonseo Lee	Mar 19, 2021	Mar 19, 2024	Mar 19, 2021	Appointment	Incumbent

As of the end of March 2021

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

(3) Recommendation of Candidates and Appointment of Directors

The Company operates an Independent Director Recommendation Committee, which reviews independent director candidates for the independence, capacity and expertise that befits a global company, and recommends candidates to shareholders at the General Shareholders Meeting.

To this end, the Company consistently manages a pool of independent director candidates, including accounting/finance/HR professionals, industry experts and CEOs of major companies. It also actively searches for female candidates and foreign nationals to enhance the diversity of the Board.

In a need to appoint an independent director, the Company will create a shortlist from the candidate pool by screening each candidate based on their qualification and suitability while putting into consideration factors, such as the area of expertise required by the Board and demands of external stakeholders. The list of selected candidates is handed over to the Independent Director Recommendation Committee, which selects the final candidates through thorough deliberation.

In recommending a candidate for an independent director position, the Independent Director Recommendation Committee includes candidates recommended by shareholders, who qualify for shareholder proposal rights, provided that the shareholder recommendation has taken place within 6 weeks before the General Shareholders Meeting.

Moreover, to provide shareholders with sufficient information on candidates, the Company provides information, such as candidate names and profiles, 4 weeks prior to the General Shareholders Meeting, and previous Board activities in the case of reappointment. This allows for the opinions of shareholders to be reflected into the appointment process.

Meanwhile, as it had already achieved transparency and independence in its procedures for nominating and appointing independent directors, the Company does not adopt an accumulative voting system.

In the case of executive directors, the Company selects the most adequate candidate amongst a pool of candidates who have been selected under the management cultivation

process, nominates the candidate at a Board meeting, and appoints the candidate by an approval at the General Shareholders Meeting.

The information provided on the director candidates is as follows.

▷ (Table 4-③-1) Information Provided on Director Candidates

Date of Provision	Date of AGM	Director Candidate		Details
Feb 21, 2021 (4 weeks prior to AGM)	March 19, 2021	Independent Directors	Philippe Cochet	Director candidates' career, background of recommendation, re-appointment, past committee activities, etc.
			Joong Kyung Choi	
		Executive Directors	Jung Suk Koh	
			Sechul Oh	
			Seunghwan Han	
			Joonseo Lee	

(Sub-Principle 4-④) Those who have been found to be responsible for a decrease in enterprise value or a violation of shareholders' rights must not be appointed as management executives.

(4) Appointment of Management Executives

To protect the enterprise value and shareholders' rights, the Company conducts a thorough review when appointing a management executive or assigning executive tasks to examine whether the person has damaged the Company through embezzlement, malpractice and/or unfair trading as defined in the Financial Investment Services and Capital Markets Act based on the final verdict. The Company also strives to protect the enterprise value by subjecting the executives to regular compliance reviews by the Auditing Team and restricting promotions of those who received a disciplinary action beyond a reduction in salary. One executive has been convicted of 2 years in prison and 3 years of probation for embezzlement (final verdict), and two executives have been indicted and are currently on trial for malpractice. To protect the enterprise value, the Company plans to carry out a comprehensive review on the executive whose final verdict has been reached, taking into account the specific circumstances and the executive's role in the business. With respect to the two executives who are currently on trial, necessary measures will be reviewed as the trial progresses, considering the circumstances that they are consistently asserting innocence. Meanwhile, to maintain the efficiency of management activities, the Company does not have an executive officer system pursuant to Article 408-2 of the Commercial Act, but the Board of Directors and the President & CEOs comprehensively perform decision-making, supervision and execution activities.

The Company's non-registered management executives are as follows:

▷ (Table 4-④-1) Non-Registered Management Executives (Refer to 4-2 Appointment registered executives)

Group	Name	Gender	Title	Position
T&I	Yong Soo Kim	Male	Executive Vice President	Head of Living Industrial Division Head of Consumables Team
T&I	Hochan Park	Male	Executive Vice President	Head of Corporate Planning Team
T&I	Sung Ki Cho	Male	Senior Vice President	Head of Energy Division

T&I	Joongfa Kim	Male	Senior Vice President	Head of Chemicals Division Head of Chemical Team 1
T&I	Cheol Ung Lee	Male	Senior Vice President	Head of HR Team at CSO & T&I Head of Social Contribution Office
T&I	Youngwoo Huh	Male	Senior Vice President	Head of Management Support Team
T&I	Eung Sun Kim	Male	Senior Vice President	Head of New Business Development Team
T&I	Jaeon Lee	Male	Senior Vice President	Head of Materials Division Head of Nonferrous Metal Team
T&I	Young Chul Hahn	Male	Vice President	Head of Textile Team
T&I	Seung-Gul Lee	Male	Vice President	President of North America RHQ Head of North America Industrial Materials Team
T&I	Yoosuk Koh	Male	Vice President	President of Europe & CIS RHQ Head of FFT Subsidiary
T&I	Bongjin Kim	Male	Vice President	Finance
T&I	Si Yong Sung	Male	Vice President	President of Africa RHQ Head of Johannesburg Office
T&I	Sang-Yoon Lee	Male	Vice President	Head of Steel Division Head of Steel Team 1
T&I	Yong Deok Kim	Male	Vice President	Head of Subsidiary/Otelinox S.A
T&I	Chang Won Lee	Male	Vice President	President of Southeast Asia & India RHQ
T&I	Hoyoung Jung	Male	Vice President	President of China RHQ Head of Shanghai Office
T&I	Kwang Hee Won	Male	Vice President	Head of Steel Team 2
T&I	Hong Suk Yoon	Male	Vice President	Head of Industrial Materials Team
T&I	Taewoung Kang	Male	Vice President	Head of Accounting & Tax
T&I	Rok Hun Lee	Male	Vice President	Head of Gas Team SONG Business
T&I	Yongjin Lee	Male	Vice President	Head of Chemicals Team 2
T&I	Heesub Cho	Male	Vice President	Head of Renewable Energy Team Head of New Solar Market
T&I	Woong Han	Male	Vice President	Head of Legal Team
T&I	Mijung Chae	Female	Vice President	Head of Corporate Planning
T&I	Jae Hyuk Lee	Male	Vice President	Head of Biofuels in Energy Division
T&I	Kyunggeun Choi	Male	Vice President	Head of Otelinox Sales Team

T&I	Yongnam Jo	Male	Vice President	Management Support
T&I	Suk Choi	Male	Vice President	President of Japan RHQ Head of Tokyo Office
E&C	Youngho Lee	Male	President	President of Engineering & Construction Group
E&C	Byung Soo Lee	Male	Executive Vice President	Head of Corporate Innovation Division
E&C	Ahmad Abdelrazaq	Male	Executive Vice President	Global Business Division
E&C	Chanbeom Jeong	Male	Executive Vice President	Executive Advisor
E&C	John Chang	Male	Executive Vice President	Head of AP Regional Office
E&C	Wansoo Kim	Male	Executive Vice President	Head of Plant Business Unit
E&C	Jaeho Kim	Male	Executive Vice President	Head of ENG center Head of Floor Impact Noise Laboratory
E&C	Byung-Il Kang	Male	Executive Vice President	Head of Corporate Management Division Head of Global Business Division
E&C	Seunghye Park	Male	Executive Vice President	Head of Communication Team of E&C & CSO
E&C	Young Woo Choi	Male	Senior Vice President	Head of Building & Civil Business Unit
E&C	Youngcheon Kim	Male	Senior Vice President	Head of High-tech Business Unit
E&C	Chun Gil Hwang	Male	Senior Vice President	Head of Procurement Division
E&C	Jong Tak Baek	Male	Senior Vice President	Head of Residential Division
E&C	Younghun Choi	Male	Senior Vice President	PD of Saudi Riyadh Metro
E&C	Kyu Duck Kim	Male	Senior Vice President	Head of Safety & Environment Division
E&C	Hyung Sik Park	Male	Senior Vice President	PD of Pyeongtaek Complex
E&C	Byung Chul An	Male	Senior Vice President	Head of Global Business Strategy Team
E&C	Jong Yi Yun	Male	Senior Vice President	Head of Civil Division
E&C	Byungsik So	Male	Senior Vice President	Head of Plant PM Team
E&C	Hyungkeun Chi	Male	Senior Vice President	Head of Partner Relations Team
E&C	Byung Soo Lee	Male	Vice President	Head of Overseas Sales Division
E&C	Jungmook Jo	Male	Vice President	Leader of Australia PMO
E&C	Sunkyo Han	Male	Vice President	Head of Management Team

E&C	Chang Won Park	Male	Vice President	Head of Gas Plant Team
E&C	Heung Gu Jo	Male	Vice President	Head of Building PI Team
E&C	Gwanghoon Han	Male	Vice President	Head of Singapore PMO PM of Singapore NSC N106
E&C	Namju Yoon	Male	Vice President	Head of Safety & Health Team
E&C	Joonbyoung Yoon	Male	Vice President	Head of High-tech Support Team
E&C	Min Hyung Lee	Male	Vice President	Head of Modular Business Team
E&C	Sungyong Um	Male	Vice President	PM of India Mumbai DAICEC
E&C	Suk Woong Choi	Male	Vice President	PM of Qatar Umm Al Houl RO Expansion
E&C	Yang-Joong Hur	Male	Vice President	SM of Shin-Kori NPP #5&6
E&C	Kyungsu Lee	Male	Vice President	Head of HR Team
E&C	Yong Ho Son	Male	Vice President	Head of Gangneung Support Team
E&C	Hyuk Shin	Male	Vice President	Head of Building Division
E&C	Sangkuk Kim	Male	Vice President	Head of Sales 1 Group in Residential Division
E&C	Jung Wook Kim	Male	Vice President	Head of Bangladesh Office
E&C	Eun Cheol Park	Male	Vice President	Plant Business Unit
E&C	Sung Ryeol Yoon	Male	Vice President	Head of Estimation Group in Plant PM Team
E&C	Young Woon Jun	Male	Vice President	Head of M&E Center
E&C	Jung Seok Hong	Male	Vice President	Head of RM Team
E&C	Sun Jae Lee	Male	Vice President	Head of Civil ENG Team
E&C	Hyung Kyu Park	Male	Vice President	PD of Asan/Cheonan Complex
E&C	Seong Kon Kim	Male	Vice President	Head of Plant ENG Team
E&C	Wonseog Gu	Male	Vice President	Head of Nuclear Plant Group in Plant PM Team
E&C	Jong Chil Kim	Male	Vice President	PD of Bujeon-Masan Railway
E&C	Yool Ho Do	Male	Vice President	Head of Domestic Sales Team
E&C	Sung Hyuk Park	Male	Vice President	PD of Saudi Tanajib IPP PMO

E&C	Jun Cheol Bae	Male	Vice President	Head of FAB Quality Team
E&C	Kyu Doe	Male	Vice President	PM of Canada Site C
E&C	Myungsuk Kim	Male	Vice President	Head of Product Design Group in Residential Division
E&C	Kyo Seung Nam	Male	Vice President	Head of Estimation Group in Civil Division
E&C	Seungil Na	Male	Vice President	Overseas Sales Division (Japan KAM)
E&C	Kyungju Kang	Male	Vice President	PD of Bangladesh Dhaka International Airport
E&C	Insoo Joe	Male	Vice President	PM of Saudi Riyadh Metro (M&E)
E&C	Youngjong Jin	Male	Vice President	PD of Algeria Mostaghanem CCPP SM of Algeria Naama CCPP
E&C	Young Sun Lim	Male	Vice President	Head of Civil PI Team
E&C	Hae Gyun Park	Male	Vice President	Head of Saudi Arabia Office
E&C	Hyun Soo Kim	Male	Vice President	Head of Gangneung Anin Power #1&2
E&C	Juyong Lee	Male	Vice President	Head of Purchasing Team
E&C	Michael Jung	Male	Vice President	Head of B2G Biz Team
E&C	Kyoung Ho Kim	Male	Vice President	Head of Corporate System Team
E&C	Myoung Chan Song	Male	Vice President	PD of Gangneung Anin Power #1&2
E&C	Jorge Antonio Perea Semper	Male	Vice President	Plant PM Team
E&C	Jang Soo Moon	Male	Vice President	PM of Singapore TEL T313
E&C	Keun Ho Cho	Male	Vice President	Communication Team
E&C	Young Rae Kim	Male	Vice President	Head of High-tech Construction Team
E&C	Hongjae Ahn	Male	Vice President	Head of M&E B&C Team
E&C	Sungjun Kim	Male	Vice President	Head of Plant Sales Team
E&C	Ilgyu Jang	Male	Vice President	Head of FAB Innovation Team
E&C	Won Suk Pyo	Male	Vice President	PM of Vietnam Thi Vai LNG Terminal
E&C	Wook Heo	Male	Vice President	Finance & Accounting
E&C	Cheoljin Lim	Male	Vice President	Head of Sales 2 Group in Residential Division

E&C	Juyoul Kim	Male	Vice President	Head of Plant Procurement Team
E&C	Soyoung Ji	Female	Vice President	Head of Procurement Cost Innovation Team
E&C	Seung Yeob Lee	Male	Vice President	PM of Malaysia KL 118 Tower
E&C	Hojin Jung	Male	Vice President	Head of B&C Support Team
E&C	Minkwan Kim	Male	Vice President	PM of Saudi Riyadh Metro
Resort	Byung Suk Jeong	Male	Executive Vice President	Head of Resort Business Division
Resort	Ilho Rho	Male	Executive Vice President	Head of Corporate HR & Communication Team
Resort	Hak Ki Lee	Male	Senior Vice President	Head of Legal & Compliance Team
Resort	Ji-Tae Moon	Male	Vice President	Head of Golf Business Team
Resort	Teckyoung Bae	Male	Vice President	Head of Park Operations Team
Resort	Cheasung Lee	Male	Vice President	Head of Corporate Management & Support Team
Resort	Hagsoo Kim	Male	Vice President	Head of Landscape Business Team
Resort	Seoungmin Kim	Male	Vice President	Golf Business Team Manager of Anyang Operation Group
Resort	Sung Hoon Kwak	Male	Vice President	Head of Q-SHE Team
Fashion	Wookjun Jung	Male	Vice President	Creative Director of Juun.J Team
Fashion	Heuijin Ko	Female	Vice President	Head of BEANPOLE Division
Fashion	Taekyun Kim	Male	Vice President	Head of Business Administration Division
Fashion	Kwang Seop Sohn	Male	Vice President	Head of Marketing/Public Relations Division
Fashion	Nam Young Park	Female	Vice President	Head of Overseas Merchandising Division 2
Fashion	Seungman Hwang	Male	Vice President	Head of IT Innovation Division
Fashion	Seunghyun Ahn	Male	Vice President	Head of Sales Division 1
Fashion	Sorhan Lee	Female	Vice President	Head of Overseas Merchandising Division 1
Fashion	Woongsang Ju	Male	Vice President	Head of Sales Division 3
Fashion	Dongwoon Kim	Female	Vice President	Head of Online Business Headquarters
Fashion	Junghye Yoon	Female	Vice President	Head of Women's Wear Division

Fashion	Jinmoo Ryu	Male	Vice President	Head of 8Seconds Division
Fashion	Gi Ho Choi	Male	Vice President	HR Administration Division
Fashion	Chang Hyun Song	Male	Vice President	Logistics/Fabric R&D Division
Fashion	Harkjae Jeong	Male	Vice President	Sales Division 2
Fashion	Kwi-Seok Lee	Male	Vice President	Sales Strategy Division
CSO	Chi Hun Choi	Male	President	President of Samsung C&T Corporation
CSO	Myeongsoo Kim	Male	President	Head of EPC Competitiveness Improvement T/F
CSO	Hyundong Lee	Male	Executive Vice President	Head of Compliance Team
CSO	Sun Myung Kang	Male	Executive Vice President	Head of Legal Team at CSO & E&C
CSO	Kuejong Song	Male	Executive Vice President	Head of Corporate Strategy Office
CSO	Cheol Ung Lee	Male	Senior Vice President	Head of HR Team at CSO & T&I Head of Social Contribution Office
CSO	Sang Wook Han	Male	Senior Vice President	Head of Partner Relations Team
CSO	Gunho Hyun	Male	Senior Vice President	EPC Competitiveness Improvement T/F
CSO	Young Min Bae	Male	Senior Vice President	Head of IR & Finance Team
CSO	Woo Young Kang	Male	Senior Vice President	Corporate Strategy Office
CSO	Chang Wook Lee	Male	Senior Vice President	Head of Auditing Team
CSO	Hyungwook Woo	Male	Vice President	Head of Accounting & Tax Team
CSO	Jaesung Lee	Male	Vice President	Auditing Team
CSO	Hojin Jung	Male	Vice President	EPC Competitiveness Improvement T/F
CSO	Youngjae Choi	Male	Vice President	EPC Competitiveness Improvement T/F
CSO	Yongmin Kim	Male	Vice President	IR & Finance Team
CSO	Kyungu Kang	Male	Vice President	Head of Information Security Team
CSO	Byeong-Yun Jang	Male	Vice President	Auditing Team

※ As of the end of March 2021

3. Responsibilities of Independent Directors

(Key Principle 5) Responsibilities of Independent Directors

Independent directors must be able to independently participate in important corporate management decision-making, supervise and support the management as a member of the board.

(Sub-Principle 5-①) Independent directors must not hold significant personal interest in the company, which the company must confirm during the appointment stage.

(1) Verification of Independent Director Qualifications

To ensure that the independent directors can independently participate in making important decisions and oversee/assist management as members of the Board, the Company verifies the existence of material interest in the Company the independent directors may have as well as the existence of material interest with the Company or controlling shareholders, which is not in violation of legal qualification.

To be eligible as an independent director, individuals must satisfy the qualifications laid out by the relevant laws and regulations, while persons who have been employed by the Company or any of its affiliates within the recent 2 years (as defined in the Monopoly Regulation and Fair Trade Act), major shareholders of the Company and blood relatives are excluded from eligibility.

Also, in appointing an independent director, the Company convenes an Independent Director Recommendation Committee for a candidate screening process, through which the committee verifies that the candidate satisfies the qualifications and is not in conflict of interest under the relevant laws and Company regulations. Furthermore, in the event that a director intends to carry out a transaction with the Company, pursue a business opportunity with the company or use company assets, the Company verifies the legality of the matter by requiring it to be approved by the Board.

The relations and employment history of all 5 independent directors with the Company and its affiliates are as follows:

▷(Table 5-①-1) Independent Director Employment/Transaction History with the Company

Name	Employment by the Company		Transaction with the Company (or affiliates)		Employment and Transaction with the Company (or affiliates)	
	C&T	Affiliates	C&T	Affiliates	C&T	Affiliates
Byung Suk Chung	None	None	Advisor	None	None	None
Philippe Cochet	None	None	None	None	None	None
Janice Lee	None	None	None	None	None	None
Sang Seung Yi	None	None	Advisor	None	None	None
Joong Kyung Choi	None	None	None	None	None	None

※ As of the end of April 2021

※ Byung Suk Chung and Sang Seung Yi were external experts in the Governance Committee (Oct. 2015 - Jan. 2020), which was an advisory organization under the BOD.

▷ (Table 5-①-2) Years of service of Independent Directors and reason for long-term service exceeding 6 Years (9 Years for Those Who Have Served at Affiliates)

Name	C&T		Including affiliates	
	Period of Service	Reasons for serving for more than 6 years	Period of Service	Reasons for serving for more than 9 years
Byung Suk Chung	1 year and 2 months	-	1 year and 2 months	-
Philippe Cochet	3 years and 2 months	-	3 years and 2 months	-
Janice Lee	1 year and 2 months	-	1 year and 2 months	-
Sang Seung Yi	1 year and 2 months	-	1 year and 2 months	-
Joong Kyung Choi	2 months	-	2 months	-

※ As of the end of April 2021

(Sub-Principle 5-②) Independent directors must put in sufficient time and effort into performing their duties.

(2) Faithful Performance of Duties

As per the Company's Articles of Incorporation, directors may not engage in commercial activities that are similar to those of the Company unless they receive prior approval from the Board of Directors. Currently, the Company does not have any independent directors holding concurrent offices in any other peer company in the same industry.

Independent directors, in order to faithfully perform their duties, review the management information provided by the Company and the Board/Committee agenda items ahead of Board meetings, and participate in business status briefings, business site visits, Audit Committee member external training, etc.

▷ (Table 5-②-1) Status of Concurrent Titles of Independent Directors

Name (Auditor)	Date of Appoin tment	Date of Term Expiry	Current Position	Concurrent Position			
				Organization	Position	Time of Service	Listed/ Unlisted
Byung Suk Chung (Auditor)	Mar 20, 2020	Mar 20, 2023	Emeritus Professor, (Korea Univ. of Technology and Education)	N/A	N/A	N/A	N/A
Philippe Cochet	Mar 22, 2018	March 19, 2024	-	Lightstone Generation LLC	Independent Director	Jan 2018 -	N/A
Janice Lee (Auditor)	Mar 20, 2020	Mar 20, 2023	Advisor (Kim & Chang Law Firm)	S-Oil	Independent Director	Mar 2019 -	Listed
Sang Seung Yi (Auditor)	Mar 20, 2020	Mar 20, 2023	Professor of Economics (Seoul National Univ.)	Hyundai Motors	Independent Director	Mar 2019 -	Listed
Joong Kyung Choi	March 19, 2021	March 19, 2024	Chairman (GuideStar Korea)	CJENM	Independent Director	Mar 2020 -	Listed

(Sub-Principle 5-③) The company must sufficiently provide independent directors with the information and resources they require to carry out their duties.

(3) Support for Independent Director Activities

Pursuant to the Articles of Incorporation and Board Regulation, in convening a board meeting, once the date of the meeting has been set, the company notifies each director at least 24 hours prior to the meeting via a letter, electronic letter, or verbal notification. The meeting agenda and key reporting materials are sent to each independent director in advance to allow them to thoroughly review and understand the agenda, while holding separate agenda briefing meetings prior to the board meeting if necessary. In addition, the company has held quarterly business status briefings for independent directors in which it provides operational updates and reporting on key management issues.

Also, in line with its emphasis on field-oriented management, the company organizes field visits to domestic and overseas business sites for the independent directors to enhance their understanding of the company's businesses. In the case of newly appointed independent directors, it provides orientation sessions and in-depth training on each business area. In 2020, the company formed the Corporate Secretariat which assists independent directors by providing them with agenda materials, management information, training sessions, etc.

Meanwhile, pursuant to relevant regulations, when necessary, the Board of Directors and each board committee may have a relevant employee or outside person attend and speak at the meetings or appoint external experts as consultants to conduct research tasks.

The Company operates an external advisory group under the ESG Committee to bring more expertise in the ESG area and gain insight from an objective perspective. The external advisory group is comprised of experts of the governance, labor/human rights, co-prosperity and environment area from the academia or relevant organizations, who are responsible for having regular exchange and providing counsel, conducting research for each area, training and communicating with stakeholders, etc.

▷ (Table 5-③-1) 2020 Meeting sessions only attended by Independent Directors

Type	Date	Attendance	Program	Note
Regular	Jan. 22, 2020	5/5	Briefings on business status	
Ad hoc	Apr.13, 2020	3/3	Orientation for the new independent director	Training
Regular	Apr.21, 2020	5/5	Q1 Business status & impact of COVID-19	
Ad hoc	Jun. 24, 2020	5/5	[Fashion Group] Business status & COVID-19 response strategy ※ Director Cochet (Jul. 15)	Training
Ad hoc	Jun. 29, 2020	3/3	Audit Committee mission & roles	Training
Ad hoc	Jun. 30, 2020	5/5	[T&I] Business status & COVID-19 response strategy ※ Director Cochet (Jul. 14)	Training
Ad hoc	Jul. 8, 2020	4/5	[E&C] Understanding of high-tech business (including visit to Samsung HRDC & Pyeongtaek semiconductor plant)	Training
Regular	Jul. 20, 2020	5/5	Q2 Business Performance	
Ad hoc	Jul. 21, 2020	2/5	[Resort Group] Business status & COVID-19 response strategy (including site visit)	Training
Regular	Oct. 26, 2020	5/5	Q3 Business Performance	

※ Trainings only for independent directors included

▷ (Table 5-③-2) 2021 Meeting Sessions Only Attended by Independent Directors

Type	Date	Attendance	Contents	Note
Regular	Jan. 26, 2021	5/5	2020 Performance & 2021 Management Goals	
Ad hoc	Apr.19, 2021	1/1	Orientation for the new independent director	Training
Regular	Apr.26, 2021	5/5	Q1 Business Performance	

※ As of the end of April, 2021

※ Trainings only for independent directors included

※ On-boarding orientation only for newly appointed independent directors

4. Evaluation of Independent Directors

(Key Principle 6) Evaluation of independent director activities

- **To encourage active engagement in duties, the activities of independent directors must be subject to fair evaluation upon which remuneration and reappointment decisions are to be made.**

(Sub-Principle 6-①) Evaluation of independent directors must be based on individual performance, while the results of the evaluation must be reflected into considerations for reappointment.

(1) Independent Director Evaluation

The company analyzes and conducts self-evaluation on the yearly activities of the board, its committees, and individual directors. Key evaluation criteria include attendance rates for board meetings and committee meetings, fulfillment of director responsibilities, level of understanding of the company's management and expertise. These areas are evaluated on an annual basis and the results are used as reference for board operations for the following year.

In addition, the Company developed an evaluation model that can be used by the Board to assess the Board and Committee activities by themselves, which is planned to be implemented in 2021. Under the evaluation model, the functions, roles, responsibilities, composition, operation and assessment activities of the Board, the qualification of the directors, and each Committee are evaluated.

The activities of the Board and the Committees were evaluated objectively by the external advisors under the ESG Committee in 2020. The evaluation result has been used for reference in setting the future direction of governance improvement and identifying tasks to push for.

(Sub-Principle 6-②) Independent director compensation evaluation results shall be determined at an adequate level in consideration of evaluation results, responsibilities, and risk, etc.

(2) Independent Director Remuneration

In accordance with the Commercial Act and the company's Board Regulations, the limit for director compensation is decided by the resolution at the General Shareholders Meeting. The Compensation Committee reviews and determines the adequacy of the compensation limit prior to the General Shareholders Meeting, and director compensation is executed within the limit approved at the General Shareholders Meeting.

Pursuant to Company policies, independent director compensation does not relate to individual evaluation results, and compensation is set to an adequate level in reflection of the invested hours and responsibilities accompanying the position. The compensations include the standard board fees, the expenses needed to execute board responsibilities and benefits and perks, and the Company does not provide other types of compensation such as stock options.

5. Board Operations

(Key Principle 7) Operation of the Board

- **The Board should be operated efficiently and rationally to ensure that management decisions are made in the best interests of the company and its shareholders.**

(Sub-Principle 7-①) Board meetings, in principle, shall be held on a regular basis, and the company shall prepare operational regulations that specify the authority, responsibility and operational procedures of the board in detail.

(1) General

As per Article 7 of the Board Regulations, board meetings are categorized into ordinary and extraordinary meetings. Ordinary board meetings, in principle, are held once every quarter, while extraordinary board meetings are convened whenever necessary.

In accordance with Article 29 of the Articles of Incorporation and Article 8 of the Board Regulations, board meetings are convened by the Chairperson of the Board. Once the date of the meeting has been set, the Company notifies each director at least 24 hours prior to the meeting via a letter, electronic letter, or verbal notification. Directors may also ask for a board meeting to be held by presenting an agenda item and a reason for its consideration to the Chairperson.

Resolutions are made through a majority vote by directors attending the meeting from a quorum of more than half of the directors present, unless there are specific exceptions defined in applicable laws and regulations. The board meeting allows all or a partial number of directors to attend the meeting by phone, video conference, or by utilization of any other similar method of communication. In such a case, the directors are seen as to have attended the meeting. Pursuant to Article 10 of the Board Regulations, in the case a director is deemed to be in special relations with a resolution item, said director will not be able to exercise their voting right to prevent a conflict of interest.

▷ (Table 7-①-1) 2020 Board of Directors Activities

	Agenda			Type	Date	Notice	Attend
1	Resolution	1. Approval of the 56th Annual Report and Financial Statements 2. Approval of 2020 Management Goals 3. Approval of Samsung Compliance Committee Agreement & Regulations 4. Revision of Regulations	Approved	Regular	Jan 22	Jan 19	9/9
	Report	5. Report on the Shareholder Advocate's Activities 6. Result of Compliance Support Activities and Audits during 2019	Reported				
2	Resolution	1. Convocation of the 56th Annual General Meeting of Shareholders and Decision on the Agenda 2. Introduction of electronic voting system 3. Approval of the Shareholder Return Policy 4. Change of Headquarters Registration 5. Approval of 2020 External Donations 6. Resignation and Appointment of Chief Compliance Officer	Approved	Regular	Feb 26	Feb 24	9/9
	Report	7. Operational status of the Internal Controls over Financial Reporting in 2019 8. Result of the Audit Committee Meeting	Reported				
3	Resolution	1. Commission of Duties of Directors and Appointment to Board Committees	Approved	Ad hoc	Mar 20	Mar 17	8/9
4	Resolution	1. Approval of the 1st Quarter Financial Statements 2. Approval of Execution of Ceiling on Directors Remuneration	Approved	Regular	Apr 22	Apr 20	9/9
5	Resolution	1. The appointment of committee member for Samsung Compliance Committee	Approved	Ad hoc	Jun 11	Jun 10	8/9
6	Resolution	1. Approval of the 2nd quarter financial statements 2. Approval of external donations	Approved	Regular	Jul 21	Jul 17	9/9
	Report	3. Shareholder Advocate activity report	Reported				
7	Resolution	1. Approval of 3rd quarter financial statement 2. Resort, Approval of transaction with Samsung Welstory 3. Corporate bond issuance & Bond purchase agreement with specially related party 4. Approval of external donations	Approved	Regular	Oct 27	Oct 23	9/9
	Report	5. Report on the future direction of the coal project 6. Report on the activities of the shareholder advocate 7. Report on the result of compliance validity assessment	Reported				
8	Resolution	1. Approval of transaction limits with specially related persons 2. Approval of external donations	Approved	Ad hoc	Nov 27	Nov 26	9/9

※ Notice of convocation and agenda plan sent out 7 days prior to the BoD meeting

▷ (Table 7-①-2) 2021 Meetings of the Board of Directors

	Agenda			Type	Date	Notice	Attend.
1	Resolution	1. Approval of Business Report and 57th Financial Statements	Approved	Regular	Jan 27	Jan 22	9/9
	Report	2. Result of CCO's Compliance activities in 2020	Reported				
2	Resolution	1. Convocation of the 57th Annual General Meeting of Shareholders and Decision on the agenda 2. Revision of the Samsung Compliance Committee agreement & operating regulations 3. Plans for Health and Safety Management in 2021 4. Transactions between the company and directors, etc.	Approved	Regular	Feb 17	Feb 15	9/9
	Report	5. Operational status of the Internal Controls over Financial Reporting in 2020 6. Report on the Audit Committee Results	Reported				
3	Resolution	1. Appointment of President & CEO 2. Commission of Duties and Positions of Directors 3. Approval of Ceiling Amount of Compensation for Directors 4. Appointment of a Member of the Samsung Compliance Committee	Approved	Ad hoc	Mar 19	Mar 18	9/9
4	Resolution	1. Approval of the 1Q financial statements 2. Provision of Payment Guarantee of Expenses for the Housing Rebuilding Project 3. Approval of External Donations : C&T Junior Academy 4. Approval of External Donations : Construction Industry Foundation for Social Responsibility	Approved	Regular	April 28	April 23	9/9
	Report	1. Report on Shareholder Advocates' Activities	Reported				

※ Notice of convocation and agenda plan sent out 7 days prior to the BoD meeting

(Sub-Principle 7-②) The board of directors shall record minutes for every meeting in detail, and disclose details for each director such as attendance rates and voting records.

(2) Minutes of the Meeting and Disclosure of Activities

Pursuant to Article 15 of the Board Regulations, to keep a clear record of resolutions made during board meetings, the Company records the minutes of each meeting, which are archived after receiving the seals or signatures of all attending directors. The minutes include agenda items, procedures, disapproval votes and reasons for disapproval, if there is an objection.

In addition, the individual attendance rates and voting records of each director are disclosed through the Company's yearly business report and the Corporate Governance Report to ensure responsible voting of directors.

The individual attendance rates of each director and voting records are as follows:

▷ **(Table 7-②-1) Individual Attendance Rates for 2020**

	No.	1	2	3	4	5	6	7	8	
	Date	Jan 22	Feb 26	Mar 20	Apr 22	Jun 11	Jul 21	Oct 27	Nov 27	
Independent Director	Dal Joong Chang	Present	Present							Resigned (in March)
	Jea Choul Kwon	Present	Present							Resigned (in March)
	Chang Hyun Yun	Present	Present							Resigned (in March)
	Hyun Soo Lee	Present	Present	Present	Present	Present	Present	Present	Present	
	Byung Suk Chung			Present	Present	Present	Present	Present	Present	Appointed (in March)
	Philippe Cochet	Present	Present	Absent	Present	Absent	Present	Present	Present	
	Janice Lee			Present	Present	Present	Present	Present	Present	Appointed (in March)
	Sang Seung Yi			Present	Present	Present	Present	Present	Present	Appointed (in March)
Executive Director	Chi Hun Choi	Present	Present	Present	Present	Present	Present	Present	Present	
	Young Ho Lee	Present	Present	Present	Present	Present	Present	Present	Present	
	Jung Suk Koh	Present	Present	Present	Present	Present	Present	Present	Present	
	Keum Yong Chung	Present	Present	Present	Present	Present	Present	Present	Present	

▷ (Table 7-②-2) Individual Attendance Rates for 2021

	No.	1	2	3	4	
	Date	Jan 27	Feb 17	Mar 19	Apr 28	
Independent Director	Hyun Soo Lee	Present	Present			Resigned (in March)
	Byung Suk Chung	Present	Present	Present	Present	
	Philippe Cochet	Present	Present	Present	Present	
	Janice Lee	Present	Present	Present	Present	
	Sang Seung Yi	Present	Present	Present	Present	
	Joong Kyung Choi			Present	Present	Appointed (in March)
Executive Director	Chi Hun Choi	Present	Present			Resigned (in March)
	Young Ho Lee	Present	Present			Resigned (in March)
	Keum Yong Chung	Present	Present			Resigned (in March)
	Jung Suk Koh	Present	Present	Present	Present	
	Sechul Oh	Present	Present	Present	Present	Appointed (in March)
	Seunghwan Han			Present	Present	Appointed (in March)
	Joonseo Lee			Present	Present	Appointed (in March)

▷ (Table 7-②-3) Individual Attendance Rates and Voting Records for Past 3 Years

	Name	Term of Service	Attendance(%)				Approval(%)			
			Ave.	2020	2019	2018	Ave.	2020	2019	2018
Independent Director	Dal Joong Chang	Aug 14, 2014 ~ Mar 20, 2020	100	100	100	100	100	100	100	100
	Jea Choul Kwon	Aug 14, 2014 ~ Mar 20, 2020	100	100	100	100	99	100	100	98
	Chang Hyun Yun	Sept 2, 2015 ~ Mar 20, 2020	100	100	100	100	100	100	100	100
	Hyun Soo Lee	Sept 2, 2015 ~ Mar 19, 2021	100	100	100	100	100	100	100	100
	Byung Suk Chung	Mar 20, 2020 ~	91	75	100	100	100	100	100	100
	Philippe Cochet	Mar 22, 2018 ~	100	100	-	-	100	100	-	-
	Janice Lee	Mar 20, 2020 ~	100	100	-	-	100	100	-	-
	Sang Seung Yi	Mar 20, 2020 ~	100	100	-	-	100	100	-	-
	Joong Kyung Choi	Mar 19, 2021 ~	-	-	-	-	-	-	-	-
Executive Director	Shin Kim	Sept. 2, 2015 ~ ~ Mar. 22, 2018	100	-	-	100	100	-	-	100
	Bongyung Kim	Mar. 26, 2012 ~ Mar. 22, 2018	100	-	-	100	100	-	-	100
	Chi Hun Choi	Sept 2, 2015 ~ Mar 19, 2021	96	100	100	90	100	100	100	100
	Young Ho Lee	Sept 2, 2015 ~ Mar 19, 2021	100	100	100	100	100	100	100	100
	Keum Yong Chung	Mar. 22, 2018 ~ Mar 19, 2021	100	100	100	100	100	100	100	100
	Jung Suk Koh	Mar 22, 2018 ~	100	100	100	100	100	100	100	100
	Sechul Oh	Mar 19, 2021 ~	-	-	-	-	-	-	-	-
	Seunghwan Han	Mar 19, 2021 ~	-	-	-	-	-	-	-	-
	Joonseo Lee	Mar 19, 2021 ~	-	-	-	-	-	-	-	-

※ On Mar 20, 2020, Dal Joong Chang, Jae Choul Kwon and Chang Hyun Yun retired. Janice Lee, Byung Suk Chung and Sang Seung Yi were appointed.
On Mar 29, 2021, Hyunsoo Lee, Chi Hun Choi, Young Ho Lee and Keum Yong Chung retired.
Philippe Cochet(re-appointed), Joong Kyung Choi, Jung Suk Koh(re-appointed), Sechul Oh, Seunghwan Han and Joonseo Lee were appointed.

6. Board Committees

(Key Principle 8) Board Committees

- **For efficient operation, the board must establish internal committees which are responsible for the performance of specific functions and roles.**

(Sub-Principle 8-①) A majority of members of the committees of the board of directors must be composed of independent directors, while the entirety the audit committee and remuneration (compensation) committee must be comprised of independent directors.

(1) Installation of Board Committees

Pursuant to the Articles of Incorporation, the Board of Directors operates 6 Committees—Management Committee, Independent Director Recommendation Committee, Audit Committee, Related Party Transaction Committee, Compensation Committee, and ESG Committee.

In March 2021, the Governance Committee was expanded and reorganized as the ESG Committee, which is chaired by the chairperson of the Board and joined by all independent directors, to express the determination for board-centric ESG management.

All Committees of the Company, with the exception of the Management Committee, are chaired by and comprised of independent directors.

(Sub-Principle 8-②) Regulations governing the organization, operation and authority of all committees must be provided in writing, while each committees must report its resolutions to the Board of Directors.

(2) Committee Activities

Matters regarding the authority and operation are decided by resolutions of the Board of Directors unless specified otherwise in relevant laws and regulations, while operations and authorities are pursuant to stipulated regulations per each respective committee.

The approval of the committee on matters delegated by the Board has the same authority as the approval of the Board of Directors, while each committee reports the results to all board members.

① Management Committee

(a) Organization

As per relevant regulations, the members of the Management Committee are appointed among executive directors by a resolution of the Board of Directors. The Committee shall have at least 2 and up to 9 members. The current Management Committee is composed of 4 executive directors.

(b) Operation

The Management Committee shall be convened upon need. Matters regarding the operation of the committee including the convention and resolution method shall be governed by the Management Committee Regulation.

(c) Matters to be resolved

- Basic direction and policies for company management
- Major new businesses or development of new products
- Establishment/relocation or closure of branch/subsidiary offices
- Signing of contracts to introduce key technology or technology transfer/cooperation
- Signing/accepting major new single contracts, signing/cancellation of supply contracts
- Acquisition/disposal of major tangible assets, signing of loan agreements, investment in other corporations/disposal of investment shares

(d) Meetings Convened

The company convened 14 Management Committee meetings in 2020, and 6 meetings in 2021 as of the month of May. The details and individual attendance status for the past 3 years are as follows:

▷ (Table 8-②-1) 2020 Management Committee Activities

Date	Quorum	Agenda		Approval
Jan 22	3/3	Resolution	1. Bidding for Singapore CRL CR101 Metro Depot 2. Bidding for Qatar LNG NFE EPC-2	Approved
Jan 28	3/3	Resolution	1. Payment of 2019 Performance Incentives	Approved
Feb 26	3/3	Resolution	1. Plans for Executing External Donations for 2020 2. Bid for Singapore Metro CRL CR 108 3. Lending PJT expenses for Housing Redevelopment PJT 4. Cash injection of KL118 Bldg. in Malaysia 5. Consolidation of Local subsidiaries in Canada 6. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved Approved Approved Approved Approved Approved
Mar 25	3/3	Resolution	1. Tender for Housing Redevelopment PJT & Lending PJT expenses 2. Turkey Kirikkale IPP Equity sales	Approved Approved
Apr 22	3/3	Resolution	1. Saudi Qurayyah IPP: Equity Sales	Approved
May 27	3/3	Resolution	1. Payment Guarantee on the Housing Redevelopment PJT 2. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved Approved
Jul 03	3/3	Resolution	1. Evaluation of the Company's Performance and Incentive Payment for the 1st Half of 2020	Approved
Jul 21	3/3	Resolution	1. E&C, Assurance on Assumption of Obligations for Teachers' Pension Seoul Center Project 2. Fashion, Real Estate Disposal	Approved Approved
Aug 27	3/3	Resolution	1. E&C, Saudi Amaala Triple Bay Ph.1 Bid Submission 2. E&C, Qatar Facility-E IWPP Bid Submission 3. HQ Borrowing and Guarantee for Overseas Subsidiary 4. Payment of the 5th Long-term Performance Incentives (LTI)	Approved Approved Approved Approved
Sep 18	3/3	Resolution	1. E&C, Participation in Pangyo District Office Site Public Sale 2. E&C, Qatar LNG NFE EPC-2 Bid Participation	Approved Approved
Oct 06	3/3	Resolution	1. Signing of a subcontract agreement on Vung Ang 2 power plant in Vietnam	Approved
Oct 27	3/3	Resolution	1. Taiwan Construction Branch Office Opening 2. The Settlement of US Fashion Corporation	Approved Approved
Nov 25	3/3	Resolution	1. UAE HVDC Power Transmission Construction Project Bid 2. Payment guarantee of expenses following the bid for the housing rebuilding project 3. HQ borrowing and guarantee for overseas subsidiary	Approved Approved
Dec 23	3/3	Resolution	1. Bidding for the project on Terminal 3 of the Taoyuan International Airport in Taiwan 2. Evaluation of the company's performance and incentive payment for the 2nd half of 2020	Approved Approved

▷ (Table 8-②-2) 2021 Management Committee Activities

Date	Quorum	Agenda		Approval
Jan 27	3/3	Resolution	1. Opening a branch office at UAE Fujairah project site 2. Payment of Incentives (2020 Performance, The 5th LTI)	Approved Approved
Feb 17	3/3	Resolution	1. Fulfillment of CDS Obligation for Bujeon-Masan Railway Project under Cash Deficiency Agreement 2. CRL CR106 Metro Bid Project in Singapore 3. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved Approved Approved
Mar 24	4/4	Resolution	1. Participation in an Open Tender for the Busan MBC Site	Approved
Apr 09	4/4	Resolution	1. Hong Kong Airport Runway No.2 Expansion Project Bid 2. Uzbekistan-IFC Solar Photovoltaic Power Plant Project Bid 3. External Donation Plans for 2021	Approved Approved Approved
May 04	4/4	Resolution	1. Assurance on Assumption of Obligations for Hanam Data Center Project 2. Sale of 'COLOMBO' Business	Approved Approved
May 26	4/4	Resolution	1. Manila railway project bid and opening of the branch office 2. Payment guarantee of expenses following the bid for the housing rebuilding project 3. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved Approved Approved

※ Mar.19, 2021: Young Ho Lee, Jung Suk Koh, Keum Yong Chung → Jung Suk Koh, Sechul Oh, Seunghwan Han, Joonseo Lee

▷ (Table 8-②-3) Individual Attendance Rates for Past 3 Years

	Name	Attendance(%)			
		Average	2020	2019	2018
Executive Directors	Young Ho Lee (Chair)	100%	100	100	100
	Jung Suk Koh	100%	100	100	100
	Keum Yong Chung	95%	100	93	90

② Independent Director Recommendation Committee

(a) Organization

The Independent Director Recommendation Committee shall be composed of 2 or more directors as per the relevant regulations, and a majority of the members shall be independent directors. The current Independent Director Recommendation Committee is composed of 3 independent directors.

(b) Operation

The Independent Director Recommendation Committee shall be convened upon need. Matters regarding the operation of the committee including the convention,

resolution methods and hearing of opinions from stakeholders shall be governed by the regulations of the Independent Director Recommendation Committee.

(c) Responsibilities

The committee shall recommend candidates for independent directors prior to the Board of Directors meeting for convening the General Shareholders Meeting. The following matters shall be considered when recommending candidates.

- Whether the individual's qualifications/capabilities fit the interest of the company and its shareholders
- Whether the individual meets the qualification requirements set by the company and relevant laws
- Fairness and transparency of the recommendation process, etc.

(d) Meetings Convened

The company convened 3 Independent Director Recommendation Committee meetings in 2020 and 2 meetings in 2021, as of April. The details and individual attendance status for the past 3 years are as follows:

▷ (Table 8-②-4) 2020 Independent Director Recommendation Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 21	3/3	Report	1. Report on Status of the Independent Candidate Pool	Reported
2	Feb 20	3/3	Resolution	1. Measure to recommend candidates for independent director	Approved
3	Feb 26	2/3	Resolution	1. Measure to recommend candidates for independent director	Approved

▷ (Table 8-②-5) 2021 Independent Director Recommendation Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 21	3/3	Report	1. Status of the Independent Candidate Pool & Selection Criteria	Reported
2	Jan 26	3/3	Resolution	1. Recommendation of Independent Director Candidates	Approved

▷ (Table 8-②-6) Individual Attendance Rates for Past 3 Years

	Name	Attendance (%)			
		Average	2020	2019	2018
Independent Director	Chang Hyun Yun	75	67	-	100
	Hyunsoo Lee	100	100	-	100
	Philippe Cochet (Chair)	100	100	-	-
	Sang Seung Yi	-	100	-	-
	Byung Suk Chung				

※ The attendance rate is based on 2020-2021 directors in office.

Director Hyunsoo Lee retired as of March 19, 2021 and Byung Suk Chung was appointed as a member.

③ Related Party Transaction Committee

(a) Organization

The Related Party Transaction Committee shall include 3 or more independent directors, accounting for at least two thirds of the committee. The current Related Party Transaction Committee is composed of 3 independent directors.

(b) Operation

The Related Party Transaction Committee shall convene upon need of deliberation/resolution. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders shall be governed by the regulations of the Related Party Transaction Committee.

(c) Responsibilities

- Right of approval on related party transactions
- Right to be informed of related party transactions
- Right to order ex-officio investigation on related party transactions
- Right to suggest correctional measures regarding related party transaction

(d) Meetings Convened

The company convened 3 Related Party Transaction Committee meetings in 2020. The details and individual attendance status for the past 3 years are as follows:

▷ (Table 8-②-7) 2020 Related Party Transaction Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jul 21	3/3	Resolution	1. Approval of External Donations	Approved
2	Oct 27	3/3	Resolution	1. Approval of external donations	Approved
			Report	1. Guidelines for transactions between C&T and Samsung SDS (SI Project)	Reported
3	Dec 16	3/3	Resolution	1. Approval of Large-scale Internal Transactions 2. Contribution to Pension Plan	Approved

※ ※ No committee held in 2021

▷ (Table 8-②-8) Individual Attendance Rates for Past 3 Years

	Name	Attendance (%)			
		Average	2020	2019	2018
Independent Director	Sang Seung Yi (Chair)	100	100	-	-
	Janice Lee	100	100	-	-
	Byung Suk Chung	100	100	-	-

※ Based on 2020-2021 directors in office

④ Compensation Committee

(a) Organization

The Compensation Committee shall be composed of 3 or more directors according to relevant regulations. The current Compensation Committee is composed of 3 independent directors.

(b) Operation

The Compensation Committee shall be convened upon need. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders shall be governed by the regulations of the Compensation Committee.

(c) Responsibilities

- Matters concerning the remuneration limit and compensation scheme for registered directors

- Other matters concerning director compensation delegated by the Board of Directors

(d) Meetings Convened

The Company convened 5 Compensation Committee meetings in 2020, and 1 meeting in 2021, as of April. The details and individual attendance status for the past 3 years are as follows:

▷ (Table 8-②-9) 2020 Compensation Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 30	3/3	Report	1. Report on the company's performance incentive payment for 2019	Reported
2	Feb 26	3/3	Resolution	1. Approval of Director Compensation for 2020 2. Approval of Director Compensation Ceiling for 2020	Approved
3	Jul 07	3/3	Report	1. Report on 1H 2020 Company Performance Evaluation and Disbursement of Target Incentives	Reported
4	Aug 28	3/3	Report	1. Payment of the 5th Long-term Performance Incentives (LTI)	Reported
5	Dec 23	3/3	Report	1. Report on 2H 2020 company performance evaluation and disbursement of target incentives	Reported

▷ (Table 8-②-10) 2021 Compensation Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 27	3/3	Report	1. Payment of Incentives (2020 Performance, The 5th LTI)	Reported

▷ (Table 8-②-11) Individual Attendance Rates for Past 3 Years

	Name	Attendance(%)			
		Average	2020	2019	2018
Independent Director	Byung Suk Chung (Chair)	100	100	100	100
	Hyunsoo Lee	100	100	100	100
	Janice Lee	100	100	100	100

※ Based on 2020-2021 directors in office

⑤ ESG Committee (former Governance Committee)

(a) Organization

The ESG Committee shall be composed of 3 or more directors, and a majority of the members shall be independent directors. Two members of the Committee are appointed as Shareholder Advocates. The current ESG Committee is composed of all 5 independent directors.

(b) Operation

The ESG Committee is convened upon need. If necessary, the committee may receive the opinion or counsel of employees in relevant departments or external experts, and may appoint external experts as consultants to conduct research tasks. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders will be governed by the regulations of the ESG Committee.

(c) Responsibilities

- Preliminary review of business matters that may have material effect on shareholder value, and report review results to the Board
- Suggest policies for enhancing shareholder value
- Review matters concerning corporate social responsibility
- Review the results of Board and committee activity evaluations
- Shareholder Advocate receives input from shareholders and reports findings to the Governance Committee and the Board

(d) Meetings Convened

The Company convened 6 Governance Committee meetings in 2020 and 1 meeting in 2021, as of January, and held 1 ESG Committee meeting since March 2021 when the Governance Committee was renamed as the ESG Committee. The details and individual attendance status for the past 3 years are as follows:

▷ (Table 8-②-12) 2020 Governance Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 21	6/6	Resolution	1. Appointment of Additional Shareholder Advocate	Approved
			Report	2. 2020 Governance Enhancement Measures 3. Q4 2019 Report on Shareholder Advocate Activities	Reported Reported
2	Feb.20	4/4	Report	1. Plans for 2020 Non-Financial Performance	Reported
			Deliberation	2. Shareholder Return Policy	Deliberation
3	May 27	4/4	Resolution	1. Appointment of Shareholder Advocate	Approved
			Report	2. Plans for External Expert Pool Operation 3. Publication of the 2020 Governance Report & CSR Report	Reported Reported
4	Jul 20	4/4	Report	1. E&C/Fashion, Activities of non-financial areas 2. External Donations: 1H Results and 2H Plans 3. Activities of the Shareholder Advocate 4. Application of Green Gas Emission Trading Scheme	Reported Reported Reported Reported
5	Sep 23	4/4	Report	1. Review on Vietnam Vung Ang 2 Coal-fired Power Generation Project	Reported
6	Oct.23	4/4	Report	1. Report on Shareholder Advocate Activities 2. Discussion on the future direction of the coal project	Reported Reported

▷ (Table 8-②-13) 2021 Governance Committee Activities

No.	Date	Attend.	Agenda		Approval
1	Jan 22	4/4	Report	1. 2021 ESG Plan 2. Shareholder Advocate Activity Plan for 2021	Reported Reported
			Deliberation	3. Deliberation of the dividend policy	Deliberation

▷ (Table 8-②-14) 2021 ESG Committee Activities

No.	Date	Attend.	Agenda		Approval
2	April 26	5/5	Resolution	1. Operation of External Advisory Group for 2021	Approved
			Report	2. Samsung C&T's 3-Year Strategic Plan (2021-2023) 3. Report on Shareholder Advocates' Activities 4. Impact of Severe Industrial Accident Act on the Construction Industry	Reported

※ As of March 19, 2021, the Committee consists of 5 independent directors (Byung Suk Chung, Philippe Cochet, Janice Lee, Sang Seung Yi and Joong Kyung Choi).

▷ (Table 8-②-15) Individual Attendance Rates for Past 3 Years (ESG Committee)

	Name	Attendance (%)			
		Average	2020	2019	2018
Independent Director	Hyunsoo Lee (Chair)	100%	100%	100%	100%
	Philippe Cochet	100%	100%	100%	100%
	Byung Suk Chung	92%	100%	75%	100%
	Sang Seung Yi	100%	100%	100%	100%

※ Based on 2020 directors in office

V. Audit System

1. Internal Auditing Bodies

(Key principle 9) Internal auditing bodies

- **Internal auditing bodies 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.**

(Sub-principle 9-①) Internal auditing bodies, such as the Audit Committee and auditors, should secure independence and expertise.

(1) Organization and Roles of Internal Auditing Bodies (Audit Committee, Auditors, etc.)

① Composition and Appointment of Internal Auditing Bodies and Organization of Accounting/Finance Audit Experts

Pursuant to Article 451-2 and 542-11 of the Commercial Act, Article 28-4 of the Articles of Incorporation and Article 14 of the Board of Directors Regulation, the Company performs audit duties through the Audit Committee whose operation, authorities and responsibilities are stated in the Audit Committee Regulation.

The Audit Committee is composed of 3 independent directors who are appointed by the General Shareholders' Meeting, which satisfies the requirement provided in Article 415-2-2 of the Commercial Act "the audit committee shall consist of at least three directors: Provided, that the ratio of independent directors shall exceed two thirds of the total number of members". In addition, the Company, a listed corporation with assets of at least KRW 2 trillion, has appointed an accounting/financial expert, Director Janice Lee, as a member of the Audit Committee pursuant to Article 542-11-2 of the Commercial Act. Director Janice Lee has worked as an executive in accounting or finance for more than 5 years at listed corporations. Director Lee is considered an accounting or financial expert who satisfies the requirements in Article 542-11-2 of the Commercial Act as "a person who has worked for a listed company as an executive officer in charge of accounting or finance for an aggregate of at least 5 years or who has worked for a listed company as an executive officer or employee in accounting or finance for an aggregate of at least 10 years" as defined in Article 37-2-3 of the Enforcement Decree of the Commercial Act. Other auditors are also experts of employment, labor, fair trade and governance who have sufficient expertise required to oversee, in a competent manner, the lawfulness and adequacy of the works of the Company's management and the Board.

The details concerning the composition of the Audit Committee are as follows:

▷ (Table 9-①-1) Internal Auditing Organization

Composition			Experience and Qualification in Finance/Audit	Note
Position	Title	Name		
Chair	Independent Director	Janice Lee	<ul style="list-style-type: none"> - MBA, University of Chicago - Independent Director, S-oil - Advisor, Kim & Chang Law Firm - CFO/ Head of Finance, Standard Chartered Korea 	
Member	Independent Director	Byung Suk Chung	<ul style="list-style-type: none"> - Ph. D. Economics, Chungang University - Professor Emeritus at Korea University of Technology and Education - External Expert, Governance Committee, Samsung C&T - Chairman, Youth Employment Committee, Korea Tripartite Commission 	
Member	Independent Director	Sang Seung Yi	<ul style="list-style-type: none"> - Ph. D Economics, Harvard University - Professor of Economics, Seoul National University - Independent Director, Hyundai Motors - External Expert, Governance Committee, Samsung C&T 	

② Policy to Secure Independence and Expertise of Audit Committee

To secure the independence and expertise of the Audit Committee, 3 out of 3 members of the Audit Committee are independent directors pursuant to Article 415-2-2 of the Commercial Act. To conduct an accounting audit, the Audit Committee reviews the financial statements and other accounting documents, the audit procedure of the accounting firm and the audit result provided by the accounting firm. The Audit Committee, if necessary, requests the accounting firm for an additional review on the accounting books and other related documents, and reviews the result thereof.

The Audit Committee is reported on the operational status of the internal accounting control system through face-to-face meetings and reviews it in order to prepare and disclose reliable financial information. The Audit Committee is also provided with reports from the Company on the details of deliberations of the Board of Directors, including the Management Committee, etc., in order to audit the Company's operations. Furthermore, the members of the Audit Committee are required to undergo training related to the performance of their audit duties twice a year.

(2) Operation of Internal Auditing Bodies

① Regulations of Internal Auditing Bodies

The company established the Audit Committee Regulation on August 14, 2014 to provide the standards of the performance of duties and define matters pertaining to the operation of its Audit Committee so that the Audit Committee may carry out its duties adequately and effectively. The Company has revised and enforced the Regulation as of March 22, 2019 based on the amendment of the related law.

The key authorities related to the operation of the Committee are stated in Article 8 of the Audit Committee Regulation as follows: the right to audit, the right to demand business reports and right to inspect business assets, the right to receive director's reports, the right to inspect subsidiaries, the right to represent in various litigation, the right to convene meetings of shareholders, the right to seek expert assistance, the right to approve appointment or dismissal of external auditors, and other matters as delegated to the Committee under the laws and regulations, the Articles of Incorporation or by a resolution of the Board of Directors. The duties of the Audit Committee are stated in Article 9 of the same Regulation as follows: the fiduciary duty, the duty to inspect and report to the General Meeting of Shareholders, the duty to report to the Board of Directors, the duty to prepare audits and inspection records, the duty to submit audit reports, and the duty to report on improper acts, etc. under the Act on External Audit of Stock Companies.

② Status of Training Provided to Members of Internal Auditing Bodies

To provide the members of the Audit Committee with the information needed to enhance their expertise and to perform their duties, the Company conducts training on audit duties based on the consultation from external experts, such as accounting firms, etc. In addition, Article 17 of the Guidelines for Internal Accounting Control System, enacted in December 2019, stipulates that members of the Audit Committee should receive training on the internal accounting control system once a year. During the period subject to public disclosure, the Audit Committee members participated in 2 training sessions, and the details are as follows:

▷ (Table 9-①-2) Audit Committee Training

Date	Provider	Hour	Key Content
Jun. 26, 2020	Accounting Firm	1 hr	- Audit Committee and corporate governance - Tasks and roles of the Audit Committee
Dec. 16, 2020	Accounting Firm	1 hr	- Overseeing of the Audit Committee on the internal accounting control system

③ Procedure for Investigation of Wrongful Acts Conducted by Management and Provision of Information and Expenses to Internal Auditing Bodies

In case of a concern that a director may cause irreparable damage to the Company by committing a wrongful act that violate relevant laws or the Articles of Incorporation, the Audit Committee may seek injunction on the director's act based on Article 8 of the Audit Committee Regulation. In addition, the Committee may seek expert assistance at the Company's expense based on Article 8 of the Regulation when the expert service is required. The Company bears the expenses required for the meetings and other operations of the Committee pursuant to Article 18 of the Regulation.

④ Supporting Organization of Internal Auditing Bodies

In an effort to support the Audit Committee to perform audit tasks effectively, the Company operates the Auditing Team, an internal audit department, under the Audit Committee to secure its independence from the management. The Company also supports the Committee's activities, such as operational audits and accounting audits, mainly with the Auditing Team and the Finance Team of Corporate Strategy Office.

The Auditing Team consists of 3 members, including executive(s) at the vice president level, in addition to 52 employees who support the operations of the Audit Committee. The Auditing Team conducts operational audits and compliance audits based on the audit plan that is reported to the Audit Committee at the beginning of each year. The Auditing Team reports its key audit performances to the Audit Committee twice a year.

A total of 11 employees, including executive(s) at the executive vice president level, support the Audit Committee from the Finance Team of Corporate Strategy Office and the finance department of each group, and 87 additional employees support the work. The performances related to accounting audits, etc., are reported to the Audit Committee

at regular meetings 5 times per year. They also communicate with the Audit Committee as required.

⑤ Accessibility of Internal Auditing Bodies to Information of Company, Management and Matters That May Materially Affect Management

The Company shares information with the members of the Audit Committee before meetings are held so that they may examine the information needed in decision-making. Furthermore, the external auditors provide the Audit Committee with additional information concerning the Company's operations by 2 face-to-face meetings and 2 written reports a year in addition to the regular Audit Committee meetings. A Committee member may attend and speak at a meeting of officers and other important meetings in order to understand the decision-making process regarding management plans and the management and business situations of the Company pursuant to Article 15 of the Audit Committee Regulation. The Committee may have timely access to important documents related to business management and, if necessary, demand explanation from relevant directors or employees pursuant to Article 16 of the Regulation.

(3) Remunerations of Members of Audit Committee

The remunerations of the members of the Audit Committee are not interlinked to the appraisal of their individual performance as per the Company's policy. The Company does not implement stock options or other separate remuneration measures. The remuneration paid to the Committee members is limited to base pay and expenses incurred in the performance of their duties.

(4) Independence and Expertise of Internal Auditing Bodies

As explained above, the Company operates the Audit Committee pursuant to the Commercial Act and the Audit Committee Regulation to secure the independence and expertise of its internal auditing bodies. The internal auditing bodies consistently communicate with the Audit Committee.

(Sub-principle 9-②) The internal audit bodies should perform their audit-related duties faithfully and disclose their activities transparently, including those related to the holding of regular meetings.

(5) Activities of Internal Auditing Bodies

① Auditing Activities of Internal Auditing Bodies, Appointment of External Auditors and Evaluation on Operation of Internal Accounting Control System

In 2020, 5 ordinary meetings and 2 extraordinary meetings of the Audit Committee were held while 3 meetings were held in the first quarter of 2021. All three members of the Committee attended the meetings to discuss 5 resolution items and 9 report items. During the period, the financial statements and the progress, performance and plans of the internal accounting audits were reported to the Audit Committee. The resolution items included the finalization of the audit reports, review on the agenda items to be submitted to the General Shareholders' Meeting, the report and evaluation on the operational status of the internal accounting control system, and the election of the chairperson of the Audit Committee. To examine the agenda items sufficiently before the Audit Committee meeting, the Committee support organization and external auditors (Samil PwC) are required to explain the agenda items to the members of the Committee in advance. The Audit Committee members' request for additional information, and the opinions they express on the agenda items during the explanation process are reflected in the Committee meetings.

At the 7th Audit Committee meeting of 2020, the Committee has appointed Samil PwC as its external auditor for 3 consecutive years. Samil PwC audited the Company in 2020. The audit report for 2020 received an unqualified opinion. The Company reports to the Audit Committee face-to-face on the documented result of the inspection on the internal accounting control system pursuant to Article 17 of the Internal Accounting Control Regulation. The Audit Committee submits its report on the operational status of the internal accounting control system to the Board of Directors face-to-face no later than 1 week prior to the Annual General Shareholders' Meeting. The Company keeps the report at its head office for 5 years.

② Audit Committee Meetings, Attendance Record of each Director, and Individual Attendance Rates for Past 3 Years

▷ (Table 9-②-1) 2020 Audit Committee Activities

No.	Date	Attend.	Agenda		Approval
			Item	Content	
1	Jan. 22, 2020	3/3	Report Item	Report of 2019 Financial Audit and ICFR Audit	Reported
2	Feb. 26, 2020	3/3	Resolution Item	Report and Evaluation of the Operational Status of the Internal Accounting Control System	Approved
				Finalization of the Audit Report by the Audit Committee	Approved
				Review of the Agenda Items of the 56 th Annual Meeting of Shareholders	Approved
			Report Item	Report of FY 2019 Performances and FY 2020 Annual plan	Reported
3	Mar. 20, 2020	3/3	Resolution Item	Appointment of the Chairperson of the Audit Committee	Approved
4	Apr. 22, 2020	3/3	Report Item	Report of FY 2020 Financial Audit Plan and Key Audit matters	Reported
				Report of FY 2020 1Q Financial Audit	Reported
				Report of FY 2020 ICFR Audit Plan	Reported
5	Jul. 21, 2020	3/3	Report Item	Progress Report on Accounting Audit for 1H 2020	Reported
				Report on the Results of the Internal Audit for 1H 2020	Reported
6	Oct. 27, 2020	3/3	Report Item	Report of 2020 Operational Status of the Internal Accounting Control System	Reported
				Progress report on accounting audits for 3Q 2020	Reported
7	Dec. 16, 2020	3/3	Resolution Item	Appointment of External Auditors	Approved

▷ (Table 9-②-2) 2021 Audit Committee Activities

No.	Date	Attend.	Agenda		Approval
			Item	Content	
1	Jan. 26, 2021	3/3	Report Item	Progress Report on Accounting Audit for 2020	Reported
				Report of FY 2020 Performances and FY 2021 Annual plan	Reported
2	Feb. 17, 2021	3/3	Resolution Item	Report and Evaluation of the Operational Status of the Internal Accounting Control System	Approved
				Finalization of the Audit Report by the Audit Committee	Approved
				Review of the Agenda Items of the 57 th Annual Meeting of Shareholders	Approved
3	Apr. 27, 2021	3/3	Report Item	Report of FY 2021 Financial Audit Plan and Key Audit matters	Reported
				Report of FY 2021 1Q Financial Audit	Reported
				Report of FY 2021 ICFR Audit Plan	Reported

※ 3rd Audit Committee Meeting of 2020 (Appointment of the Chairperson of the Audit Committee)

The Company appointed the chairperson of the Audit Committee pursuant to Articles 415-2 and 542-11 of the Commercial Act, and Article 3 of the Audit Committee Regulation. The Company appointed Janice Lee, who is an accounting/finance expert, as chairperson among its members. Janice Lee has served as an executive in the financial field for over 5 years, which satisfies the requirement of “a person who has worked for a listed company as an executive officer in charge of accounting or finance for an aggregate of at least 5 years or who has worked for a listed company as an executive officer or employee in accounting or finance for an aggregate of at least 10 years” as provided under Article 37-2-3 of the Enforcement Decree of the Commercial Act.

▷ (Table 9-②-3) Attendance Record of each Director

	No.	1	2	3	4	5
	Date	Jan. 22, 2020	Feb. 26, 2020	Mar. 20, 2020	Apr. 22, 2020	Jul. 21, 2020
Independent Director	Chang Hyun Yun	Present	Present	Term of office terminated on Mar. 20, 2020		
	Dal Joong Chang	Present	Present			
	Jea Choul Kwon	Present	Present			
	Janice Lee	Appointed on Mar. 20, 2020		Present	Present	Present
	Byung Suk Chung			Present	Present	Present
	Sang Seung Yi			Present	Present	Present
	No.	6	7	8	9	10
	Date	Oct. 27, 2020	Dec. 16, 2020	Jan. 26, 2021	Feb. 17, 2021	Apr. 27, 2021
Independent Director	Janice Lee	Present	Present	Present	Present	Present
	Byung Suk Chung	Present	Present	Present	Present	Present
	Sang Seung Yi	Present	Present	Present	Present	Present

※ Evaluation and Report on the Operational Status of the Internal Accounting Control System

The company has established the Internal Account Control Regulation and operates the internal accounting control system pursuant to Article 8 of the Act on External Audit of Stock Companies.

The internal accounting control system provides the policies and procedures required in the design, operation, evaluation and report on the system as per the Act on External Audit of Stock Companies its Enforcement Decree, and the Regulation on External Audit and Accounting, reflecting the matters required to enhance the reliability of the financial statements by designing and operating the system rationally and effectively. The Company properly performs related duties by assigning the duties related to the internal accounting control system to the CEOs, internal accounting managers, and accounting departments. The Audit Committee is required to hold face-to-face meeting, assess the operational status of the internal accounting control system and report to the Board of Directors face-to-face no later than 1 week prior to the Annual General Shareholders' Meeting. The Audit Committee was reported by the Company regarding the operational status of the internal accounting control system (February, April and October 2020 and February 2021), and reported to the Board of Directors face-to-face on the result of the evaluation on the operational status of the internal accounting control system (February 2020 and February 2021) Samil PwC, the Company's external auditor, has audited the evaluation report on the operational status of the internal accounting

control system as of December 31, 2020. As a result, the external auditor has expressed an unqualified opinion, stating that the Company has designed and now operates the system effectively according to the design and operational concept structure of the system.

▷ (Table 9-②-4) Individual Attendance Rates for Past 3 Years

	Name	Term of Office	Average	Attendance (%)		
				Past 3 Years ¹⁾		
				2020	2019	2018
Independent Director	Chang Hyun Yun	Sep. 2, 2015 – Mar. 20, 2020	100.0	100.0	100.0	100.0
	Dal Joong Chang	Aug. 14, 2014 – Mar. 20, 2020	100.0	100.0	100.0	100.0
	Jea Choul Kwon	Aug. 14, 2014 – Mar. 20, 2020	100.0	100.0	100.0	100.0
	Janice Lee	Mar. 20, 2020 – Mar. 20, 2023	100.0	100.0	N/A	N/A
	Byung Suk Chung	Mar. 20, 2020 – Mar. 20, 2023	100.0	100.0	N/A	N/A
	Sang Seung Yi	Mar. 20, 2020 – Mar. 20, 2023	100.0	100.0	N/A	N/A

※ Directors Chang Hyun Yun, Dal Joong Chang and Jea Choul Kwon retired, and Janice Lee, Byung Suk Chung and Sang Seung Yi were appointed to the Audit Committee as of March 20, 2020.

③ Internal Regulations concerning Audit Procedures, Recording and Retaining of Meeting Minutes and Audit Logs, and Reporting to General Shareholders' Meetings and Content thereof

The Audit Committee holds an ordinary meeting once per quarter and extraordinary meetings as required pursuant to Article 5 of the Audit Committee Regulation. The chairperson of the Audit Committee convenes its meetings pursuant to Article 6 of the Regulation. The chairperson should notify each of the Committee members in writing, by e-mail, verbally, or by other means that can verify the transmission and receipt no later than 24 hours in advance after fixing the date of the meeting. However, the convocation procedure may be omitted when agreed by all members of the Committee. The Audit Committee adopts its resolutions with a majority vote at a meeting attended by the majority of the Committee members.

The Audit Committee prepares its meeting minutes pursuant to Article 10 of the Audit Committee Regulation. The minutes include the agenda items, proceedings, results of the meeting, and those who oppose any resolution and the reason for objection. The minutes are sealed or signed by the members in attendance.

The Audit Committee should notify its resolutions to all of the directors pursuant to Article 11 of the Audit Committee Regulation. Directors who receive such notice or those who attended the Committee meeting may request a convocation of the Board. However, it is regarded as having agreed to the resolution if they do not raise an objection within 2 days from the date of notification. The Committee may refer to the Board of Directors for any important corporate issues that are deemed necessary to refer to among the agenda items for the Committee meeting.

The Audit Committee should state to the General Shareholders' Meeting whether any agenda items or documents that the directors intend to submit to the General Shareholders' Meeting violate any laws or the Articles of Incorporation or include any notably unfair matters by examining the agenda items and documents closely pursuant to Article 9 of the Committee Regulation.

(6) Audit Committee Activities

As explained above, the Audit Committee of the Company holds an ordinary meeting once per quarter. During the relevant period, the members of the Audit Committee attended a total of 7 communication meetings with the accounting auditors, external auditors and accounting firms, including 4 online meetings (2 communication meetings and 2 training sessions) and 3 document-based sessions.

2. External Auditors

(Key principle 10) External Auditors

- **In order to ensure that the shareholders and other users have confidence in the corporate financial information, an external auditor must perform his/her auditing tasks fairly and independently from the corporation audited, including its management and controlling shareholders.**

(Sub-principle 10-①) Internal auditing bodies should prepare and implement a policy to secure independence and expertise when they appoint external auditors.

(1) Policy for Appointment and Operation of External Auditors

① Criteria and Procedure for Appointment of External Auditors to Secure Independence and Expertise

The Company's Audit Committee appoints external auditors through its objective procedure for independently screening candidates for external auditors. The Audit Committee appoints external auditors through fair procedures by arranging candidate evaluation criteria, evaluation procedures and standards for auditor's remuneration, audit hours, and personnel required for the audit pursuant to the Act on External Audit of Stock Companies.

The Audit Committee maintains an objective evaluation process by considering the remuneration, capabilities of the performance team, and the capabilities of the accounting firm in a comprehensive manner, and appoints the candidate with the highest total score, and the criteria and procedures necessary for the appointment of external auditors, such as the screening method, appointment method and post-evaluation, are documented.

The Company has appointed the same external auditors for 3 consecutive business years pursuant to Article 4-2 of the Act on External Audit of Stock Companies, and in December 2020, the Audit Committee approved the appointment of Samil PwC as the company's external auditor for the year 2021 through 2023.

② Auditor Appointment Committee

The Company does not have an Auditor Appointment Committee but, rather, the Audit Committee performs the roles of an Auditor Appointment Committee as the

Company is required to create an Audit Committee pursuant to Article 542-11 of the Commercial Act.

③ Number of Meetings Held for Appointment of External Auditors and Matters Discussed in each Meeting

The Audit Committee deliberated on the appointment of external auditors in December 2020. As a result of the assessment, Samil PwC was evaluated to be fittest candidate in most evaluation items external factors, such as market share and personnel, audit experiences, quality of personnel, including certification, and independent compliance, as Samil is the largest accounting firm in affiliation with PwC. Samil PwC also is expected to be most suitable for strengthening the global consolidated statement system. Thus, the Audit Committee appointed Samil PwC as the company's external auditor for 3 consecutive years from 2021 to 2023.

④ Assessment to Determine whether External Auditors Have Faithfully Performed their Audit Plans upon Completion of External Audit

Samil PwC, the external auditor, faithfully performed the external audit based on the audit plans. The director in charge of the external audit actively participated in the audit processes in order to perform his/her duties. No unnecessary data were requested during the audit processes. The Audit Committee assessed the activities of the external auditors while periodically receiving reports from the external auditors, including their audit plans, and quarterly and half-yearly reviews and audit results.

⑤ Whether Non-Audit Services, such as Management Consultation, Have Been Received from Subsidiary of External Auditors

The Company has not received any management consultation or other non-audit services from any subsidiary of Samil PwC, the external auditor.

As explained above, the Company's Audit Committee evaluates external auditor candidates by considering objective indicators and evaluation criteria in order to secure their independence and expertise when appointing external auditors.

(Sub-principle 10-②) Internal auditing bodies should communicate with the external auditors regularly in every phase of the audit pipeline, such as external auditing and reporting on the audit result.

(2) Communication between Internal Auditing Bodies and External Auditors

① Whether Key Items related to External Audit Are Subject to Consultation without Participation of Management at Least Once Per Quarter

The Audit Committee regularly communicates with the external auditors in connection with their performance of the audit service, including the external audit and reporting of the results. Furthermore, the Audit Committee communicates periodically with the external auditors 4 times per year, including 2 face-to-face meetings between the Audit Committee members and the external auditors, without the participation of the members of the management team, and 2 written reports.

② Key Consultation

The reports made by the external auditors include annual audit plans, a key review and the results of the audit on accounting and the internal accounting control system, and the results of the key activities, such as key audit items

During the relevant period, the Audit Committee had a total of 17 meetings, including 8 ordinary Audit Committee meetings, 2 extraordinary meetings, 2 face-to-face meetings between the Audit Committee members and the external auditors without the participation of the members of the management team, 2 face-to-face training sessions, and 3 written reports from the external auditors. The details are as follows:

▷ (Table 10-②-1) Meetings between Internal Auditing Body and External Auditors

Date	Method	Key Contents
Jan. 22, 2020	Face to Face	- Report of 2019 Financial Audit and ICFR Audit
Feb. 26, 2020	Face to Face	- Report and Evaluation of the Operational Status of the Internal Accounting Control System - Finalization of the Audit Report by the Audit Committee - Review of the Agenda Items of the 56th Annual Meeting of Shareholders - Report of FY 2019 Performances and FY 2020 Annual plan
Mar. 4, 2020	Document	- Report of Audit result and key matters - Mandatory communication matters

Date	Method	Key Contents
Mar. 20, 2020	Face to Face	- Appointment of the Chairperson of the Audit Committee
Apr. 22, 2020	Face to Face	- Report of FY 2020 Financial Audit Plan and Key Audit matters - Report of FY 2020 1Q Financial Audit - Report of FY 2020 ICFR Audit Plan
Jun. 29, 2020	Face to Face	- Task and Role of Audit Committee
Jun. 29, 2020	Face to Face	- Key system of 2020, plan for enhancement of audit environment and quality
Jul. 21, 2020	Face to Face	- Progress Report on Accounting Audit for 1H 2020 - Report on the Results of the Internal Audit for 1H 2020
Oct. 7, 2020	Document	- Audit Plan, performance record and outcome
Oct. 27, 2020	Face to Face	- Report of 2020 Operational Status of the Internal Accounting Control System - Progress report on accounting audits for 3Q 2020
Dec. 16, 2020	Face to Face	- Appointment of External Auditors
Dec. 16, 2020	Face to Face	- Audit Plan, performance record and outcome
Dec. 16, 2020	Face to Face	- Supervision of Audit Committee on Internal Accounting Controlling System
Jan. 26, 2021	Face to Face	- Progress Report on Accounting Audit for 2020 - Report of FY 2020 Performances and FY 2021 Annual plan
Feb. 17, 2021	Face to Face	- Report and Evaluation of the Operational Status of the Internal Accounting Control System - Finalization of the Audit Report by the Audit Committee - Review of the Agenda Items of the 57th Annual Meeting of Shareholders
Mar. 3, 2021	Document	- Report of Audit result and key matters - Report of performance of subsidiary auditors - Other Communication matters (Certificate of a manager etc.)
Apr. 27, 2021	Face to Face	- Report of FY 2021 Financial Audit Plan and Key Audit matters - Report of FY 2021 1Q Financial Audit

③ Procedure for Notifying Internal Auditing Bodies, and Roles and Responsibilities of Related Internal Auditing Bodies

The external auditors report on key issues identified during their audit to the Audit Committee in the form of written reports as required or through face-to-face meetings, including ordinary Committee meetings or meetings between the Audit Committee members and the external auditors. The external auditors are required to report any fraudulent or other improper acts which the directors may commit during the performance of their duties that violate the relevant laws or the Articles of Incorporation. The Audit Committee is required to employ external experts to investigate the facts of such violations, with the expenses to be paid by the Company, and request the Company to take corrective actions based on the outcome. The Audit Committee should immediately submit the result of the investigation and any corrective actions to the Securities and Futures Commission and the auditors.

④ Whether Company Provided Pre-Audit Financial Statements 6 Weeks Prior and Pre-Audit Consolidated Financial Statements 4 Weeks Prior to AGM to External Auditors, Names of External Auditors, and Date of Submission

The Company submitted its pre-audit consolidated and separate financial statements before the statutory time limit as per the Act on External Audit of Stock Companies. The company submitted the separated financial statements to the external auditor, Samil PwC, and the Securities and Futures Commission on January 27, 2021, earlier than the statutory time limit for separate financial statements, February 5, 2021, which is 6 weeks before the Annual General Shareholders' Meeting. The company submitted the consolidated financial statements on January 29, 2021, earlier than the statutory time limit of consolidated financial statements, February 19, 2021, which is 4 weeks before the Annual General Shareholders' Meeting.

[Appendix] Compliance with Core Indicators of Corporate Governance

	Core Principle	Compliance		Description	Note
		O	X		
Shareholders	① Convocation notice 4 weeks prior to AGM *	√		- Convocation notified 4 weeks ahead of AGM (Feb. 17)	
	② Implement electronic voting system *	√		- Implemented e-voting since 56th AGM	
	③ Avoid holding AGM on AGM-concentrated date *	√		- AGM not held on one of the popular meeting dates (Mar. 19)	
	④ Notify dividend policy and future dividend plan to the shareholders at least once per year **	√		- Established and disclosed new 3-year shareholder return policy (FY 2020-2022) via public disclosure and corporate website	
Board of Directors	⑤ Prepare and operate CEO succession policy (including contingency appointment policy)	√		- Managing candidate pools and providing relevant training programs in accordance with CEO succession policy	
	⑥ Prepare and operate internal control policy	√		- Has established and is operating internal policy	
	⑦ Separate BoD chairperson and President & CEO roles	√		- Separated chairperson and President & CEO roles in 2018; appointed a lead independent director in 2020; independent director appointed as the chairperson of the BoD in 2021	
	⑧ Adopt cumulative voting system		√	- Cumulative voting system not adopted	
	⑨ Establish policy to prevent appointment of executives who are accountable for a decrease in enterprise value or a violation of shareholders' right	√		- Operating policy to prevent the appointment of executives accountable for a decrease in enterprise value or a branch of shareholders' right	
	⑩ Tenure of independent directors not in excess of 6 years	√		- N/A	

	Core Principle	Compliance		Description	Note
		O	X		
Audit	⑪ Provide training for internal auditing body at least once a year **	√		- Provided 2 training sessions per year (Jun. & Dec., 2020)	
	⑫ Establish an internal auditing department (organization for supporting internal auditing)	√		- Operating an Auditing Team under the Audit Committee	
	⑬ Appoint accounting or finance expert(s) to the internal auditing body	√		- Appointed Director Janice Lee as the Chairperson of the Audit Committee	
	⑭ Internal auditing body holds meetings with external auditors at least one per quarter without management attendance **	√		- Face-to-face meetings (Jun. & Dec., 2020) - Meetings via written means (Mar. & Oct., 2020, Mar. 2021)	
	⑮ Establish procedures to enable the internal auditing body to access important management-related information	√		- Article 15 & 16 of the Audit Committee Regulations (Attendance in Meetings, Access to Documents)	

As of the **date on which the report is submitted**

However, * refers to items that are based on the date of **AGM prior to the submission date of the report**,

and ** refers to items that are based on whether the items were compiled with **within the period of time that applies to the disclosure**.