

Green Cross Holdings Board of Directors Regulations

Established on 20 Oct. 2014
Wholly amended on 2 Feb. 2017
Amended on 1 Jan. 2021
Amended on 19 May 2022

Chapter I General Provisions

Article 1 (Purpose) The purpose of these Regulations of the Board of Directors is to set forth the matters necessary for efficient management of the Board of Directors of the Company.

Article 2 (Scope of Application) With respect to matters pertaining to the Board of Directors, these Regulations shall apply unless those stipulated otherwise in statutes or the Articles of Incorporation.

Article 3 (Authority) ① The Board of Directors shall deliberate and resolve matters stipulated in the relevant statutes, or the Articles of Incorporation, matters delegated to it by the general meeting of shareholders, basic policies for the management of the Company, and important matters concerning the execution of business affairs.

② The Board of Directors shall supervise the performance of duties by directors.

Note) The specific supervision method in paragraph (2) is stipulated in Article 14.

Chapter II Composition

Article 4 (Composition) The Board of Directors shall be comprised of all the directors.

Article 5 (Chairperson) ① The chairperson of the Board of Directors shall be appointed from among the directors by a resolution of the Board of Directors, and his/her term of office shall be one (1) year (until the end of the ordinary general meeting of shareholders in the following year after appointment). <Amended on 19 May 2022>

② If the chairperson of the Board of Directors is unable to perform his/her duties, the duties shall be performed on behalf of him/her in the order of each of the following subparagraphs. However, if there are two (2) or more persons falling under each subparagraph, the eldest among the first appointed persons shall act as the chairperson:

1. Outside director;
2. Representative director;
3. Directors other than subparagraphs 1 and 2.

<Amended on 19 May 2022>

Article 5-2 (Provision of Information on Outside Directors) ① Outside directors may request that the representative director promptly provide the necessary information for performing their duties,

the representative director shall comply with this request unless there is a justifiable reason.

② Outside directors, if necessary, may request the assistance of employees and directors or professionals such as external auditors or legal advisers from the representative director, and the expenses hereof shall be borne by the Company within a reasonable range.

<This article newly inserted on 1 Jan. 2021>

Chapter III Meeting

Article 6 (Type) ① The meetings of the Board of Directors shall consist of ordinary meetings and extraordinary ones.

② The ordinary meeting shall be held once every quarter.

③ An extraordinary meeting may be convened from time to time, if and whenever it is deemed necessary.

Article 7 (Persons Authorized to Convene) ① The chairperson shall convene the meetings. However, if the chairperson of the Board of Directors is unable to perform his/her duties, the duties shall be performed on behalf of him/her in accordance with the order set forth in Article 5 (2). <Amended on 19 May 2022>

② Each director or auditor is entitled to request a meeting from the chairperson, specifying the proposal for such a meeting and the reason for requesting the same. In the event that the chairperson fails to convene a meeting without justification, a meeting may be convened by the director or auditor who has requested the meeting. <Amended on 19 May 2022>

Article 8 (Convocation Procedures) ① In convening a meeting of the Board of Directors, the date of such meeting shall be fixed, and a notice of convocation shall be sent to each director and auditor at least one (1) week prior to such date; provided that the Articles of Incorporation may shorten the said period.

② When there is the consent of all the directors and auditors, a meeting of the Board of Directors may be held at any time without undergoing the procedures set forth in paragraph (1).

Article 9 (Methods of Resolution) ① A resolution of the Board of Directors shall be adopted in the presence of a majority of directors in office by the affirmative votes of a majority of directors present at the meeting,

except as otherwise provided for by the relevant statutes. <Amended on 19 May 2022>

② The Board of Directors may allow all or some of the directors to take part in the adoption of a resolution without their presence in person at the meeting by means of a remote communications system that enables all directors' simultaneous transmission and receipt of sounds. In such cases, the relevant directors shall be deemed present at the meeting.

③ In cases where directors cannot participate in resolutions (special interests, etc.) due to statutes or the Articles of Incorporation, they shall not exercise their voting rights.

④ Those directors who are prohibited from exercising their voting rights, pursuant to paragraph (3) above, shall not be counted among the number of directors present.

Article 10 (Matters to be Referred) ① Matters to be referred to the Board of Directors (as of the end of the previous business year for consolidated equity capital and sales) are as follows: <Amended on 1 Jan. 2021>

1. Matters concerning the general meeting of shareholders:

- (1) Convocation of the general meeting of shareholders;
- (2) Proposals to be referred to the general meeting of shareholders.

2. Matters concerning the management of the Company

- (1) Appointment or dismissal of the representative director;
- (2) Determination of the joint representatives;
- (3) Approval of business reports;
- (4) Determination and change of the fundamental policies of the Company management;
- (5) Creation, modification, and amendment of important CI;
- (6) Matters concerning amendments to the Regulations of the Board of Directors;
- (7) Establishment, operation, and abolishment of a committee within the Board of Directors;
- (8) Appointment and dismissal of members of the committees within the Board of Directors;
- (9) Separate resolution on resolutions adopted by a committee within the Board of Directors;
- (10) Appointment and dismissal of managers;
- (11) Appointment and dismissal of compliance officers, establishment or amendment and abolition of compliance guidelines, etc.;
- (12) Establishment, transfer, or closure of a branch, factory, office, or place of business;
- (13) Decision on simplified merger, simplified merger after division, small-scale merger

after division;

(14) Transfer of business of 5% or more of total consolidated assets, total liabilities, and consolidated sales that does not require a resolution at a general meeting of shareholders;

(15) Key matters related to ESG. <newly inserted on 24 Jul. 2001>

3. Matters concerning the finance

(1) Approval of financial statements after the closing entries and consolidated financial statements;

(2) Issuance of new shares;

(3) Capitalization of reserves;

(4) Granting of stock options;

(5) Cancellation of granted stock options;

(6) Issuance of bonds or entrustment of the issuance of bonds to the representative director;

(7) Issuance of convertible bonds not exceeding 200 billion won;

(8) Issuance of bonds with warrants not exceeding 200 billion won;

(9) Issuance of exchangeable and redeemable bonds;

(10) Long-term and short-term borrowings of 10% or more of consolidated equity capital;

(11) Offering as security or guarantee of obligation of 5% or more of consolidated equity capital;

(12) Acquisition and disposal of treasury shares;

(13) Retirement of profits from treasury shares;

(14) Interim dividends;

(15) Investment in and disposition of other corporations of 5% or more consolidated equity capital;

(16) Consolidation or split of shares;

(17) Transaction of derivatives of 5% or more of consolidated equity capital.

4. Matters concerning investments and expenditures:

(1) New business of 5% or more of consolidated equity capital;

(2) Development of new products and selection of development tasks of 5% or more of consolidated equity capital;

(3) Transfer of patent rights, technology introduction, transfer, or partnership (License In or Out) of 5% or more of consolidated equity capital;

(4) New construction and expansion of factories and research institutes of 5% or more of consolidated equity capital;

(5) Acquisition and disposal of tangible and intangible assets of 5% or more of consolidated equity capital;

(6) Non-recurring expenses of 5% or more of consolidated equity capital;

(7) Donations of 1 billion won or more (including cases where the cumulative amount of donations to the same target

during the business year exceeds 1 billion won). However, donations for emergency relief such as typhoons, floods, fires, earthquakes, etc. can be reported after prior execution.

<Amended on 1 Jan. 2021>

5. Matters concerning sales and production:

- (1) Sales contract and suspension of transactions of 5% or more of consolidated sales;
- (2) Decision to dispose of products of 5% or more of consolidated sales;
- (3) Suspension of production activities of 5% or more of consolidated sales;

6. Matters concerning directors, etc.:

- (1) Approval of transactions between directors, major shareholders and specially related persons, etc. and the Company;
- (2) Approval of an appropriation of the Company's opportunities by a director.

7. Others:

- (1) Transfer agent;
- (2) Other resolutions (matters specified in statutes or Articles of Incorporation, matters delegated by the general meeting of shareholders, matters deemed necessary by the representative director, etc.).

② The matters that shall be reported to the Board of Directors are as follows:

1. Matters for which the auditor recognizes that the director has committed or is likely to commit an act in violation of statutes or the Articles of Incorporation;
2. Report on compliance guidelines monitoring results by the compliance officer;
3. Report on the operation status and evaluation of the internal accounting management system by the internal accounting manager and auditor;
4. Other matters that are considered important to the management of the Company.

Article 11 (Committees within Board of Directors) ① The Board of Directors may establish the following committees within the Board of Directors by its resolution:

<Amended on 19 May 2022>

1. Management committee;
2. Other committees as deemed necessary by the Board of Directors. <newly inserted on 24 Jul. 2001>

② The purpose, authority, composition, operation, and other details pertaining to each committee shall be determined by the resolution of the Board of Directors.

③ The result of handling matters delegated to each committee shall be notified to each director. In such cases, any of the directors may, upon receipt of the notification, request the convocation of a meeting of the board of directors, and the board of directors may adopt, once again, the resolutions of the committee.

Article 11-2 (Authority and Liability of Representative Director) ① The representative director shall have authority and be responsible

for the following matters as determined by the Board of Directors:

1. Decision and execution of matters other than those specified in the statutes, the Articles of Incorporation and the Regulations of the Board of Directors
2. Decision and execution of matters approved or delegated by the Board of Directors
3. If the Board of Directors determines and approves the scope of the total amount for each of the following items, decision and execution for individual matters within that scope:
 - (1) Issuance of bonds (Article 10 (1) 3 (6) through (9));
 - (2) Borrowings and guarantees (Article 10 (1) 3 (10) and (11));
 - (3) Transactions with interested persons, including major shareholders (Article 10 (1) 6 (1)).
4. Extension of borrowings and guarantees
5. Decision and execution of an increase of less than 15% of the amount approved by the Board of Directors (but within 5% of consolidated equity capital)
6. Re-delegation of authority to employees and directors

② The representative director may refer the relevant matter to the Board of Directors or the committee under Article 11 as an agenda item, even if it belongs to the authority of the representative director according to the provisions of paragraph (1) above.

<This article newly inserted on 1 Jan. 2021>

Article 11-3 (Urgent Execution) ① When a meeting of the Board of Directors cannot be held immediately due to urgent matters for business purposes, the representative director shall execute it in advance and hold a board of directors' meeting as soon as possible to obtain confirmation.

② If the Board of Directors does not ratify the provisions of the preceding paragraph, the measures shall lose their effect only internally in the future.

<This article newly inserted on 1 Jan. 2021>

Article 12 (Attendance of Auditors) Auditors may attend Board of Directors' meetings and state their opinions.

Article 13 (Attendance of Related Persons) If deemed necessary, the chairperson may invite related employees and directors, or external personnel to attend a meeting to hear their opinions.

Article 14 (Right to Supervise Performance of Duties by Directors) ① As each director performs the responsible duties, the Board of Directors may request the submission,

investigation or explanation of the relevant materials of the director, if the Board of Directors acknowledge that such director has violated statutes or the Articles of Incorporation, handled the tasks in a substantially unlawful manner, or there is a risk of such handling.

② In the case of paragraph (1), the Board of Directors may request to suspend or change the performance of the relevant duties.

Article 15 (Minutes) ① Minutes shall be prepared with regard to the proceedings of a meeting of the Board of Directors.

② The agenda items, a summary of the proceedings and the outcomes thereof, and the objectors and grounds for their objection shall be entered in the minutes, and the directors and auditors present at the meeting shall write their names and affix seals, or affix their signatures, thereon.

③ Shareholders may, during business hours, request to either inspect or copy the minutes of the Board of Directors' meeting.

④ The Company may reject a request made under paragraph (3) with an explanation of the grounds therefor. In such cases, shareholders may inspect or copy the minutes of the board of directors' meeting after obtaining permission from the court.

Article 16 (Secretary) ① The Board of Directors shall have a secretary to handle the affairs of the Board of Directors.

② The secretary shall be the head of the department in charge of the affairs of the Board of Directors, and shall be in charge of the affairs of the Board of Directors according to the direction of the chairperson.

Article 17 (Operation) If the chairperson deems it necessary for the smooth operation of the Board of Directors, the Board of Directors may provide food and beverages and gifts to directors and auditors at a reasonable level, or hold social events.

Addenda

1. These Regulations of the Board of Directors shall be established and come into force on 20 October 2014.
2. These Regulations of the Board of Directors shall be amended and come into force on 2 February 2017.
3. These Regulations of the Board of Directors shall be amended and come into force on 1 January 2021.
4. These Regulations of the Board of Directors shall be amended and come into force on 19 May 2022.