



Nominating and Corporate Governance Committee Charter

Adopted April 25, 2024

Chapter I General Rules

Article 1 Purpose

The purpose of this Charter is to provide matters necessary for the composition and operation of the Nominating and Corporate Governance Committee (the "**Committee**") within the Board of Directors (the "**Board**") based on Article 42-2 of the Article of Incorporation of Yanolja Co., Ltd. (the "**Company**").

Article 2 Application

Matters concerning the Committee shall be governed by the provisions of this Charter, except as provided for in Acts and subordinate statutes, Article of Incorporation, or Regulation for the Operation of the Board.

Article 3 Duties and Authorities

- ① The Committee shall deliberate and resolve the matters to be referred to in Article 10.
- ② The Committee may request the Company or its Directors to submit and report relevant documents if necessary for deliberation or resolution.

Chapter 2 Composition

Article 4 Membership



- ① The members of the Committee (the "**Members**") shall be appointed and removed by the Board.
- ② The Committee shall consist of at least three (3) members, all of whom shall be Independent Directors.
- ③ Members shall continue their duties until the end of their term of office of the Director.
- ④ When the number of directors falls below the minimum specified in paragraph ② due to reasons such as expiration of term, resignation, or death, a director who is not disqualified from participating in the Committee shall be appointed by the Board within three (3) months. However, in cases where a new director must be appointed, the new director shall be appointed at the first shareholders' meeting held after the vacancy occurs, and then the new director shall be appointed as a new member at the subsequent Board's meeting.
- ⑤ The member appointed to fill a vacancy occurring before the end of a term of office of the member's predecessor serves for the remainder of that term.

Article 5 Chairperson

- ① The Chairperson shall be appointed by a resolution under Article 9 1 of the Committee.
- ② The Chairperson shall oversee the affairs of the Committee and may allocate the responsibilities of each member for the efficient operation of the Committee.
- ③ If the Chairperson fails to convene the Committee due to the absence of the Chairperson or other reasons, the eldest member shall act on their behalf.

Chapter 3 Operation

Article 6 Meeting

- ① The Committee is divided into a regular committee and a special committee.
- ② The regular committee is held once a year.
- ③ The special committees shall be held from time to time as necessary.

Article 7 Notice



- ① The Committee shall be convened by the Chairperson as a general rule, and pursuant to paragraph ② of this Article, a member other than the Chairperson may convene the Committee.
- ② Each member may request the convocation of the Committee by stating the agenda and its reasons to the Chairperson. Where the Chairperson fails to convene the Committee for more than one (1) week without justifiable reasons, the Member who has requested the convocation may convene the Committee.
- ③ The convocation of Committee shall set the date of the meeting, and notice of convocation including the date, time, place, and agenda thereof shall be given to each member by mail, fax, phone, or in person, at least three (3) days prior to the date set for the Committee.
- ④ The convocation procedure under paragraph ③ may be omitted with the consent of all members.

Article 8 Proposal for Agenda

The agenda and the reasons for the proposal to the Committee shall be prepared by the department in charge and submitted to the secretary of the Committee one (1) week before the date of the meeting.

Article 9 Quorum

- ① The resolution of the Committee shall be adopted by attendance of a majority of all members and the affirmative vote of a majority of the members present. In this case, the Committee may allow all or part of the Members to participate in the resolution by means of communication that transmits and receives video or audio without attending the meeting in person. In such cases, the member shall be deemed to have attended the Committee directly.
- ② Where the Chairperson deems it necessary, such as matters requiring prompt decision-making, the resolution of the Committee may be replaced with a written resolution of at least half of the members present.
- ③ A member with a specific conflict of interest regarding the resolution of the Committee may state their opinion but shall not exercise their voting rights.



- ④ The number of members who cannot exercise their voting rights pursuant to paragraph ③ shall not be included in the number of members present.

Article 10 Agendas

The agenda to be resolved by the Committee is as follows.

1. Recommendation of candidates for new Directors
2. Evaluation of the Board and Directors
 - i. Determination of the evaluation criteria for the Board and Directors
 - ii. Evaluation of the operation of the Board and Committees within the Board, and evaluation of the performance of Directors
3. Appointment of the Chairperson
4. Any other matters delegated by the Board and any matters deemed necessary by the Chairperson or Members

Article 10-2 Selection of Candidates for Directors

The Committee shall consider the following when selecting candidates for Directors.

1. Expertise and diversity of the Board (specialty, gender)
2. Independence of the operation of the Board (Composition ratio of Independent Directors)
3. Possibility of infringement of corporate value or shareholder rights (whether a final ruling due to embezzlement or breach of trust within the last 5 years, etc.)
4. Eligibility verification in accordance with the provisions of Article 382 of the Commercial Act and other applicable laws and regulations for Independent Directors

Article 11 Agendas for Discussion

The agenda to be discussed by the Committee is as follows.

1. Measures for efficient operation of the Board and the Committee and activation of functions, etc.
2. Social issues that could affect the management of the Company
3. Any other matters concerning the Company's governance structure that have a significant



impact on shareholder differences, etc.

Article 12 Consultation

The Committee shall have the authority to obtain advice from the relevant department or external advisors at the expense of the Company.

Chapter 4 Other Matters

Article 13 Minutes

- ① Minutes shall be prepared and kept on agendas determined by the Committee.
- ② In the minutes, the agenda, the result of resolution, the opposing member, and the reasons for opposition shall be recorded, and signed by the members present.

Article 14 Report

The Committee shall periodically report deliberations and resolutions to the Board.

Article 15 Secretary

- ① The Committee shall have a secretary.
- ② The secretary shall be in charge of the affairs of the Committee, such as notification of convocation, organization and distribution of agenda, and preparation of minutes, in accordance with the instructions of the Chairperson.

Article 16 Amendment of Charters

The Charter shall be amended and abolished by the Board.



Addendum

This Charter shall take effect from April 25, 2024.