



Related Party Transaction Committee Charter

Amended on April 25, 2024

Chapter I General Rules

Article 1 Purpose

The purpose of this Charter is to provide matters necessary for the efficient operation of the Related Party Transaction 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 Definition

"**Affiliated Company**" means a company that the Company owns more than 20% of the total issued shares or has invested more than 20% of the total investment amount, or that the Company has a significant influence, such as in the composition of the Board.

Article 4 Duties and Authorities

The Committee shall deliberate and resolve the matters to be referred to in Article 11.



Chapter 2 Composition

Article 5 Membership

- ① The members of the Committee (the "**Members**") shall be appointed and removed by the Board.
- ② The Committee shall consist of three (3) members, and at least two-thirds (2/3) of the Members 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 6 Chairperson

- ① The Chairperson shall be appointed by a resolution of a majority of the Members.
- ② 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 7 Meeting

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



Article 8 Notice

- ① The Committee shall be convened by the Chairperson.
- ② Each member may request the convocation of the Committee by informing the Chairperson of the agenda and its reasons. Where the Chairperson fails to convene the Committee without justifiable reasons, the Member who has requested the convocation may convene the Committee.
- ③ The convocation of the 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, telephone, 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 9 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 10 Quorum

- ① The resolution of the Committee shall be adopted by a majority of the votes of all members. 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 special conflict of interest regarding a resolution shall not exercise voting right.

Article 11 Agendas

- ① The agenda to be resolved by the Committee is as follows.



1. Total semi-annual limit on loans, collateral provision, and investment to affiliated companies.
 2. Total semi-annual limit of the commodity service transaction contract concluded with affiliated companies.
 3. A single transaction contract for product services concluded with an amount of 2% or more in total assets or sales between the affiliated company and the Company.
 4. Transactions intended to be executed within the semi-annual period exceeding the pre-resolved limits in sub-paragraphs 1 and 2.
 5. Any other matters deemed necessary for the operation of the Committee.
- ② The agenda to be discussed by the Committee is as follows.
1. Transactions subject to resolution by the Board pursuant to Article 397-2 (Prohibition of misappropriation of company's opportunities and assets) and Article 398 (Transactions between directors, etc.) of the Commercial Act.
 2. Any other matters deemed necessary for the operation of the Committee.
- ③ The agenda to be reported by the Committee is as follows.
1. Semi-annual status of commodity service transaction contracts concluded with affiliated companies.
 2. Semi-annual status of loans, collateral provision, and investment to affiliated companies.
 3. Any other matters deemed necessary for the operation of the Committee.

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 in accordance with the instructions of the Chairperson.

Article 16 Amendment of Charters

The Charter shall be amended and abolished by the Board.

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Addendum

This Charter shall take effect from February 19, 2021.

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This Charter shall take effect from April 25, 2024.