

Audit Committee Regulations

March 26, 2025



(Enacted on May 16, 2008)

(First Amendment on February 19, 2009)

(Second Amendment on December 20, 2018)

(Third Amendment on May 27, 2021)

(Fourth Amendment on March 25, 2022)

(Fifth Amendment on December 21, 2022)

(sixth Amendment on March 29, 2024)

(seventh Amendment on March 26, 2025)

Chapter 1. General Rules

Article 1 [Purpose]

The purpose of these regulations is to stipulate the operational rules for the Audit Committee (the "Committee"), which was established in accordance with the Articles of Incorporation and the Board of Directors Regulations of SK ecoplant Co., Ltd. (the "Company").

Article 2 [Scope]

These regulations govern the matters related to the Committee, except for those specified in relevant laws, the Articles of Incorporation, and the Board of Directors Regulations.

Article 3 [Authority]

- ① The Committee carries out audits on the company's financial records and operations.
- ② The Committee has the authority to request reports from directors on the status of sales and to conduct investigations into the company's assets when deemed necessary.

- ③ The Committee handles issues specified in applicable laws and the company's Articles of Incorporation, as well as those delegated by the Board of Directors, in addition to the issues outlined in Chapters 1 and 2.

Chapter 2. Composition

Article 4 【Composition】

- ① The Committee is comprised of at least three directors.
- ② At least two-thirds of the Committee members must be independent directors. When appointing a non-independent director as a member, individuals who fall under categories listed in each Subparagraph of Article 542-10, Chapter 2 of the Commercial Act are not eligible for membership.

Article 5 【Chairman】

- ① The Chairman of the Committee is selected from among the independent directors through a resolution adopted by the Committee pursuant to Article 8, Chapter 1 of the regulations.
- ① The Chairman acts as the representative of the Committee and is responsible for presiding over its meetings.
- ② In the absence of the Chairman, a member designated by the Committee assumes the Chairman's responsibilities.

Chapter 3. Meeting

Article 6 【Convocator】

- ① The Chairman of the Committee is responsible for calling its meetings. If the Chairman is unable to attend, the Committee follows the procedures outlined in Article 5, Chapter 3 of the regulations to assume the Chairman's duties.
- ② Members may request that the Chairman convene a meeting by providing an explanation of

the agenda items and reasons for the meeting. The Chairman will convene the meeting unless there is a justifiable reason to refuse the request.

Article 7 [Procedures for Convocation]

- ① Members shall be notified of the date, agenda items, and location of Committee meetings at least three days in advance.
- ② A meeting may be held without following the procedures outlined in Chapter 1 if all members of the Committee give their consent.

Article 8 [Resolutions]

- ① A resolution is passed when a majority of the Committee members are present and vote in favor of a proposal during the Committee's meetings. Some or all members of the Committee may participate in a resolution through audio communication without being physically present at the meeting. This is considered equivalent to attending in person.
- ② The appointment and dismissal of an external auditor is decided by a resolution passed when at least two-thirds of the members are present and vote in favor.
- ③ A member who has a stake in an issue being considered for resolution is not entitled to vote on that issue.
- ④ For the review and discussion of the Committee, Chapter 1 shall be applied.

Article 9 [Functions and Authority]

- ① The Committee is tasked with auditing the company's financial records and operations, as well as handling issues delegated by the Board of Directors in compliance with relevant laws, the company's Articles of Incorporation, and the Board of Directors Regulations.
- ② The Committee has been delegated the following authority:
 - 1. To convene temporary shareholders' meetings.
 - 2. To seek legal injunctions against directors if they violate laws.
 - 3. To request reports on sales from directors.
 - 4. To act as representatives in lawsuits between directors and the Company.

5. To receive reports from directors on matters that could significantly harm the Company.
6. To investigate the Company's operations and assets.
7. To request sales reports from subsidiaries to carry out their duties.
8. To request the appointment or dismissal of an auditor.
9. Enactment and revision on the internal accounting control system.
10. To receive and evaluate reports on the operational status of the internal accounting control system.
11. To examine annual internal audit plans and results.
12. To deliberate in advance on transactions between related parties, which are subject to the Board of Directors' approval under the Monopoly Regulation and Fair Trade Act.
13. To handle matters specified in laws, the Company's Articles of Incorporation, and the Board of Directors' regulations, or delegated by the Board of Directors.

③ The Committee has been assigned the following responsibilities:

1. To prepare and submit audit reports.
2. To investigate agenda items and documents for shareholders' meetings.
3. To listen to the opinions of the previous auditor.
4. To report any violations of laws or the Articles of Incorporation by directors.
5. To evaluate the operational status of the internal accounting control system and report its results.
6. To establish criteria and procedures for appointing an auditor.
7. To document the convocation of in-person meetings for appointing an auditor and their assessment results.
8. To document information regarding remuneration, audit period, and audit personnel when appointing an auditor, and to submit audit reports and check compliance.
9. To handle matters specified in laws, the Company's Articles of Incorporation, and the Board of Directors' regulations.

Article 10 [Hearing of Concerned Parties' Opinions, etc.]

- ① The Committee has the authority to request the attendance of employees or auditors at meetings to hear their opinions if necessary.

- ② The Committee is authorized to seek advice from experts at the Company's expense if necessary.

Article 11 【Minutes】

- ① The Committee shall prepare minutes to document the proceedings of its meetings.
- ② The minutes shall contain the agenda items, a summary of the proceedings and their outcomes, and the objectors and grounds for their objection. And the members present at the meeting shall write their names and affix their seals or signatures.

Chapter 4. Supplementary Rules

Article 12 【Ensuring Independence】

The Committee is responsible for reviewing issues that could compromise the independence of external audits, as well as major concerns related to the relationship between auditors and the Company. The Committee may provide the Board of Directors with their informed opinions to ensure that external audits are conducted independently.

Article 13 【Exchange of Opinions】

The Committee is committed to maintaining a close collaboration with auditors, and works diligently to achieve the audit objectives based on the auditor's audit plan, procedures, and results.

Article 14 【Internal Auditing Department】

- ① The committee establishes an internal audit department under it to smoothly perform its functions.
- ② (Deleted, 2024.03.29)
- ③ The Committee has the authority to approve the appointment of the head of the department responsible for auditing.
- ④ The Committee has the authority to review and approve the evaluation of the head of the department responsible for auditing.

Article 15 【Preparing Audit Reports】

- ① The Committee shall prepare audit reports.
- ② The audit reports should include the audit procedures and results. The auditor who conducted the audit must affix their seal or signature.

Article 16 【Initiation and Termination of Regulations】

The initiation and termination of these regulations are decided by a resolution adopted by the Board of Directors.

Additional Rules (May 16, 2008)

(Date of enforcement) These regulations will take effect from March 16, 2008

Additional Rules (February 19, 2009)

(Date of enforcement) These amended regulations will come into force from February 19, 2009.

Additional Rules (December 20, 2018)

(Date of enforcement) These amended regulations will come into force from December 20, 2018.

Additional Rules (May 27, 2021)

(Date of enforcement) These amended regulations will come into force from May 27, 2021.

Additional Rules (March 25, 2022)

(Date of enforcement) These amended regulations will come into force from March 25, 2022.

Additional Rules (December 21, 2022)

(Date of enforcement) These amended regulations will come into force from January 1, 2023.

Additional Rules (March 29, 2024)

(Date of enforcement) These amended regulations will come into force from March 29, 2024.

Additional Rules (March 26, 2025)

(Date of enforcement) These amended regulations will come into force from March 26, 2025.