Nomination and Remuneration Committee Regulations

March 26, 2025

SK 에코플랜트

(Enacted on March 26, 2021)

(First Amendment on May 27, 2021)

(Second Amendment on March 25, 2022)

(Third Amendment on March 26, 2025)

Chapter 1. General Rules

Article 1【Purpose】

The object of these regulations is to stipulate the operational rules for the Nomination and Remuneration 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】

The Committee assumes the roles of recommending candidates for independent director positions at general shareholders' meetings, assessing the CEO's performance, and reviewing the compensation of executive directors.

Chapter 2. Composition

Article 4【Composition】

① The Board of Directors is responsible for appointing and dismissing members of the Committee ("member").

② The Committee is required to have at least two independent directors, and the majority of its members must be independent directors. However, the CEO is not included in the composition.

Article 5【Chairman】

① The Chairman of the Committee is selected from among the independent directors through a resolution adopted by the Committee.

② The Chairman acts as the representative of the Committee and is responsible for presiding over its meetings.

③ In the absence of the Chairman, a member designated by the Committee assumes the Chairman's responsibilities. For meetings to appoint Committee members, the most senior member chairs the meetings.

Chapter 3. Meeting

Article 6【Convocator】

① The Chairman of the Committee is responsible for convening its meetings. If the Chairman is absent, the members assume the Chairman's responsibilities in the order specified in Chapter 3, Article 5.

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, etc.】

① Members shall be notified of the date, agenda items, and location of Committee meetings at least three days in advance. In the case of an emergency, this notification period may be shortened.

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 only when the majority of the Committee members vote in favor of an issue during the Committee's meetings. All or some members of the Committee may participate in a resolution by means of communication that transfers sound, without physically attending the meeting. This is considered equivalent to in-person attendance.

② The right to vote is only given to the Chairman and the members of the Committee. Each director does not have the right to vote, but they are allowed to express their opinions at the meetings.

③ For the review and discussion of the Committee, either Chapter 1 or Chapter 2 shall be applied.

Article 9【Functions and Authority】

① The committee shall deliberate upon and resolve the following matters.

1. Resolution for recommending independent director candidates to be appointed at general shareholders' meetings
2. Resolution for determining the compensation for each executive director
3. Other matters delegated by the Board of Directors

② The committee shall examine the following matters.

1. Review of the assessment of the CEO's performance
2. Recommend candidates for the position of the CEO
3. Examination of the compensation for each executive director
4. Review of whether to grant stock options to management, including registered and non-registered executives
5. Requirements to follow Subparagraphs 1 or 3, and matters delegated by the Board of Directors

Article 10【Hearing of Concerned Parties' Opinions, etc.】

The Committee may carry out the tasks specified in the following Subparagraphs as needed and is authorized to seek advice from experts, at the Company's expense, through a resolution passed by the Committee.

1. Requests for relevant materials from employees

2. Attendance of external personnel at meetings, their expression of opinions, and the hearing of their opinions

3. Fair assessments and establishment of a reward system

4. Requirements to follow the Subparagraph 1 and 3

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【Secretariate, etc.】

The Secretariat of the Board of Directors is in charge of managing the Committee's operations The department responsible for human resource management takes care of the agenda items discussed at the committee, including evaluating the CEO's performance and reviewing the remuneration of executive directors.

Article 13【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 (March 26, 2021)

(Date of enforcement) These regulations will take effect from March 26, 2021.

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 (March 26, 2025)

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