


Regulations of the ESG Committee

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	Title	
	Regulations of the ESG Committee	
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Establishment/Amendment History

June 23, 2021	Establishment	Version 1.0
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Chapter 1 General rules

Article 1 (Purpose)

The purpose of these Regulations is to prescribe matters necessary for the efficient operation of the ESG Committee (the "Committee") in accordance with the Articles of Incorporation of SK chemicals Co., Ltd. ("Company") and the Board of Directors ("BOD") Regulations.


Article 2 (Scope of application)

All matters concerning the Committee shall follow these Regulations unless otherwise stipulated in the relevant laws, the Articles of Incorporation or the regulations of the Board of Directors.

Article 3 (Duties and authorities)

- ① Based on the committee's expertise, it discovers and identifies various topics and issues related to ESG operation, and conducts consultation and review of the Board of Directors on management strategies and ESG directions for the company's sustainable growth.
- ② In setting goals for ESG-related activities, it reviews detailed action plans in consideration of environmental management and socially responsible management policies.
- ③ Appropriate risk management to identify and evaluate risks and opportunities in the business field
It implements and improves the framework, and conducts a review of response strategies in regard to financial and non-financial risks and opportunities. <Amended on April 27, 2022>

Chapter 2 Composition

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Article 4 (Composition)

- ① Members of the Committee (“members”) shall be appointed by the BOD.
- ② The appointment and dismissal of the members shall be made by a resolution of the BOD.
- ③ The term of the members shall be the term of the directors in office. However, the term of such members may be adjusted by a resolution of the BOD.
- ④ The Committee shall be composed of three or more directors, and the majority of the members shall be composed of independent directors.


Article 5 (Chairperson)

- ① The committee Chairperson shall be appointed by the committee, and the Chairperson shall be selected from among outside directors.
- ② The Chairperson shall represent the Committee and preside over the Committee’s meetings.
- ③ In the absence of the Chairperson, a member designated by the Committee shall act on his/her behalf.

Chapter 3 Meetings

Article 6 (Convening authority)

- ① The Committee shall be convened by the Chairperson. However, in the absence of the Chairperson, another member shall act on his/her behalf in the order stipulated in Article 5 (3).

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- ② Each member may request the convening of the Committee by reporting the agenda and reasons to the Chairperson. If the Chairperson fails to convene the Committee without justifiable reasons, the member who requested the convening of the Committee may convene the Committee.

Article 7 (Convening procedure)


- ① When a Committee meeting is convened, a meeting date shall be designated and each member so notified at least seven days prior to the date of such meeting.
- ② The Committee may have a meeting at any time with the consent of all the members by omitting the procedure stipulated in Paragraph (1).

Article 8 (Method of making a resolution)

- ① Resolutions of the Committee shall be adopted by the presence of a majority of the members in office and by the affirmative vote of a majority of the members present.
- ② The Committee may allow all members or a portion thereof to participate in resolutions through the means of communication transmitting and receiving videos and voices simultaneously, in lieu of attending such a meeting in person. In this case, such members shall be deemed to have attended such a meeting in person.

Article 9 (Review items)

1. Annual business plan and its revision
2. Mid- to long-term plan and its revision
3. Other ESG initiatives and activities important to management
4. Important strategic decisions of the Board of Directors

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- Investment in other corporations, or acquisition or disposal of assets equivalent to two percent or more of equity capital
 - New construction or expansion of production facilities, or R&D investment equivalent to two percent or more of equity capital
 - Transfer of business equivalent to two percent or more of equity capital
5. ESG Tasks Last year's performance of ESG tasks / current year's plan and ESG strategic direction
 6. Major non-financial risk factors and issues related to the environment and society and countermeasures
 7. Matters related to stakeholder communication, such as domestic and overseas ESG evaluation results
 8. Matters requiring support for ESG capacity development and internalization
 9. Matters related to the environment and society that were submitted by the Chairperson
 10. Other major issues related to ESG or strategy that the Committee deems to require review and matters delegated by the Board of Directors
<Amended on April 27, 2022>

Article 10 (Relationship with the Board of directors)

The BOD shall refer to the review results of the Committee, but shall not be bound by such results and opinions of the Committee.

Article 11 (Hearing the Opinions of Related Persons)

- ① If deemed necessary, the Committee may invite related executives and employees to attend a meeting to hear their opinions.
- ② If deemed necessary, the Committee may request advice from experts,

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etc., at the expense of the Company.

Article 12 (Minutes)

- ① At all meetings of the Committee, minutes shall be taken.
- ② The agenda, proceedings, and results of a meeting, and the persons who oppose and the reason therefor shall be recorded in the minutes. Members present shall affix their seals or signature thereon.


Chapter 4 Supplementary rules

Article 13 (Secretariat)

- ① The Secretariat of the Committee shall be a planning organization.
- ② The Secretariat shall assist the Chairperson and deal with the affairs of the Committee under the Chairperson's instructions.

Article 14 (Establishment and abolition of regulations)

Amendments to or abolition of these Regulations shall be determined by a resolution of the BOD.

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Addendum

Article 1 (Enforcement Date)

These Regulations shall go into effect on June 23, 2021.

Addendum <Amended on April 27, 2022>

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These Regulations shall go into effect on April 27, 2022.