



APR CORP.

REGULATIONS ON THE OPERATION OF THE TRANSPARENCY MANAGEMENT COMMITTEE

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CHAPTER I GENERAL PROVISIONS

Article 1: Purpose

The purpose of these Regulations on the Operation of the Transparency Management Committee (hereinafter referred to as these “Regulations”) is to establish the Transparency Management Committee (hereinafter referred to as the “Committee”) of APR Co., Ltd. (hereinafter referred to as the “Company”) that will enhance the transparency of the Company’s management and to prescribe matters necessary for the efficient operation of the Committee.

Article 2: Scope of Application

Matters concerning the Committee shall be governed by these Regulations except as otherwise provided in applicable laws and regulations, the Articles of Incorporation, or the Regulations of the Board of Directors.

Article 3: Operating Principles

(1) The Committee shall be operated in a fair manner, and the Company shall ensure the independence of the Committee’s activities.

(2) All executives and employees of the Company shall actively cooperate for the efficient operation of the Committee.

CHAPTER II COMPOSITION

Article 4: Members and Composition

(1) Members of the Committee shall be appointed and removed by the Board of Directors (hereinafter referred to as the “BoD”) by the attendance of a majority of the directors and the affirmative vote of a majority of the directors present.

(2) The Committee shall be composed of two or more directors, and at least two-thirds of the members shall be outside directors in order to ensure expertise and independence.

(3) The term of office of a member shall expire upon the expiration of such member’s term as a director.

(4) In the event of a vacancy in the Committee due to removal, expiration of term, or personal reasons, including where the composition of the Committee falls below the requirements set forth in paragraph (1), such vacancy shall be filled without delay; provided, however, that where the appointment of a new director is required, such director shall be appointed at the first General Meeting of Shareholders held after the vacancy arises, and a new member shall thereafter be appointed at a BoD meeting.

(5) Where the composition falls below the requirements set forth in paragraph (1), a member who has retired due to the expiration of the term or personal reasons shall continue to serve with the same rights and obligations as a member until a successor is appointed.

Article 5: Chairperson

(1) The chairperson shall be elected by a resolution of a majority of the incumbent members; provided, however, that the initial chairperson may be appointed by the BoD.

(2) The chairperson shall represent the Committee and preside over its meetings.

(3) In cases where the chairperson is absent or unable to perform his/her duties, a member designated by the chairperson or, in the absence of such designation, a member designated in accordance with the order determined by the Committee shall perform the duties of the chairperson on his/her behalf.

(4) Article 5(3) shall apply mutatis mutandis to the term of office of the chairperson.

CHAPTER III OPERATION

Article 6: Committee

(1) The Committee shall hold regular meetings and extraordinary meetings.

(2) Regular meetings shall, in principle, be held at least once every quarter; provided, however, that such meetings may be omitted if there are no agenda items.

(3) Extraordinary meetings may be convened as necessary.

Article 7: Authority to Convene

(1) The Committee shall be convened by the chairperson; provided, however, that in cases where the chairperson is unable to perform his/her duties, a substitute shall act on his/her behalf in the order prescribed in Article 5(3).

(2) Each member may, where deemed necessary for the performance of their duties, convene a Committee meeting with the consent of the chairperson.

Article 8: Convocation Procedure

(1) In convening a meeting of the Committee, the date of the meeting shall be fixed, and notice thereof shall be given to each member no later than the day prior to the meeting date in writing, by electronic means, or orally; provided, however, that the convocation procedure may be waived with the unanimous consent of all members.

(2) Each member may request the chairperson to convene a meeting by specifying the agenda and the reasons therefor. With the unanimous consent of all members, a meeting may be convened at any time without following the procedure set forth in the preceding paragraph.

Article 9: Methods of Resolution

(1) Resolutions of the Committee shall be adopted by the attendance of a majority of the incumbent members and the

affirmative vote of a majority of the members present.

(2) The Committee may allow all or some of the members to participate in resolutions by means of remote communication that enable all members to simultaneously transmit and receive voice, in lieu of attending the meeting in person. In such a case, the relevant members shall be deemed to have attended the meeting in person.

(3) Where the chairperson deems it necessary, including in cases requiring prompt decision-making, a written resolution adopted by a majority of the incumbent members may substitute for a resolution of the Committee.

(4) A member having a special interest in a matter to be resolved may attend the meeting and state his/her opinion, but shall not participate in voting. In such a case, the voting rights of the member who is not entitled to participate shall not be counted in the total number of incumbent members.

Article 10: Hearing of Opinions from Relevant Persons

(1) Where deemed necessary, the Committee may request the attendance of relevant executives, employees, or external experts to hear their opinions.

(2) The Committee may request relevant departments to submit materials or provide periodic or ad hoc reports on matters it deems necessary in connection with Articles 13 and 14 of these Regulations.

(3) The Committee may, by resolution, obtain the assistance of external experts at the expense of the Company, if deemed necessary.

Article 11: Minutes

(1) The Committee shall prepare minutes of its proceedings.

(2) The minutes shall include the agenda, the course of proceedings and the results thereof, and the names of any dissenting members and the reasons therefor, and shall be signed or sealed by the chairperson and the members present.

CHAPTER IV AUTHORITIES AND RESPONSIBILITIES

Article 12: Authorities

(1) The Committee shall, within the scope of authority delegated by the BoD, review, resolve, and report on material matters relating to environmental, social, and governance (hereinafter referred to as “ESG”) as set forth in Article 11.

(2) The Committee shall have the following authorities with respect to internal transactions:

1. Authority to receive reports on internal transactions;
2. Authority to order ex officio investigations into internal transactions; and
3. Authority to suggest corrective measures regarding internal transactions.

Article 13: Matters for Resolution

The Committee shall resolve on the following matters:

1. Matters concerning the appointment and removal of the chairperson;
2. Matters necessary for ESG and sustainability management;

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3. Matters concerning the Company's internal transactions;
 4. Deliberation and resolution of transactions between related parties (including self-dealing by directors) as prescribed as matters requiring approval of the BoD under the Monopoly Regulation and Fair Trade Act and the Commercial Act;
 5. Deliberation and resolution of transactions deemed material other than those set forth in subparagraph 4;
 6. Deliberation and resolution of changes to transactions previously approved under subparagraphs 3 through 5, where such changes involve an increase or decrease of 20% or more in transaction terms (including transaction amount, terms and conditions, or the total transaction balance of the same transaction type with the counterparty);
 7. Matters concerning the establishment of short-term and mid- to long-term basic policies for ESG activities;
 8. Execution of social contribution activities amounting to KRW 2 billion or more per case, within an annual aggregate limit of KRW 10 billion;
 9. Matters concerning the publication of ESG-related reports; and
 10. Matters concerning the assistance of external experts.

Article 14: Matters for Review

The Committee shall review the following matters:

1. Matters referred to the Committee for prior review among the agenda items of the BoD, where such review is deemed necessary from an ESG perspective or for purposes of managerial decisions;
2. Matters requiring prior review regarding changes in the Company's corporate governance;
3. Matters concerning periodic or ad hoc inspections of the implementation of ESG policies;
4. Matters concerning the identification and assessment of ESG-related risks and opportunities;
5. Urgent ESG issues, transaction practices, and other matters deemed necessary by the chairperson; and
6. Matters concerning the assessment to determine the legitimacy and fairness of matters resolved under subparagraphs 3 through 5 of Article 13.

Article 15: Obligations

(1) The responsibilities of the Committee shall be as follows:

1. **Duty of Care:** Members of the Committee shall perform their duties with the duty of care of a prudent manager toward the Company;
2. **Duty of Confidentiality:** Members of the Committee shall not disclose any trade secrets of the Company obtained in the course of their duties, either during their term of office or after leaving office, and shall not use such information for the benefit of themselves or any third party; and
3. **Duty to Report to the BoD:** The Committee shall report to the BoD any internal transactions of the Company that materially violate applicable laws or regulations.

(1) The chairperson may continue to perform his/her duties as the chair during the deliberation of a motion for no confidence against him/her.

(2) Where a motion of no confidence against the chairperson is approved at a General Meeting of Shareholders, the person next in line pursuant to Article 41 of the Articles of Incorporation shall act as the chairperson.

(3) Where a motion of no confidence against the chairperson is rejected at a General Meeting of Shareholders, no further motion of no confidence may be raised against the chairperson unless based on new grounds arising thereafter.

Article 16: Secretary and Secretariat

- (1) The Committee shall have one secretary and may establish a secretariat to support the operations of the Committee.
- (2) The secretary and the secretariat shall provide comprehensive support for matters necessary for the Committee to exercise its authority under these Regulations.

CHAPTER V MISCELLANEOUS

Article 17: Duty to Notify

- (1) Where the Committee resolves on any of the matters set forth in each subparagraph of Article 13, the chairperson shall notify each director of such resolution.
- (2) The Committee shall report to the BoD the details of its key activities, including resolutions and reviews, at the first BoD meeting convened after the date of such resolution.

Article 18: Expenses

The Company shall bear the expenses necessary for the meetings and other operations of the Committee.

Article 19: Amendment and Repeal

Any amendment to or repeal of these Regulations shall be subject to a resolution of the BoD.

ADDENDUM <Version 1.0, June 16, 2021>

Article 1: Enforcement Date

These Regulations shall enter into force on June 16, 2021.

ADDENDUM <Version 2.0, March 29, 2023>

Article 1: Enforcement Date

These Regulations shall enter into force on March 29, 2023.

ADDENDUM <Version 3.0, July 31, 2023>

Article 1: Enforcement Date

These Regulations shall enter into force on July 31, 2023.