

Matters to be Referred to the Board

① The following matters shall be referred to the Board:

1. Matters to be resolved by the Board pursuant to the Korean Commercial Code and the Article of Incorporation

(1) Convening of the meeting of the shareholders

(2) Approval of the business report

(3) Prior approval of the financial statement

(4) The appointment and termination of the representative director

(5) [Deleted on March 19, 2010]

(6) The appointment and termination of the manager

(7) Establishment, transfer and closure of a branch office [Amended on March 19, 2010]

(8) Terms of the new issuance of shares, treatment of forfeited stocks and broken-lot stocks

(9) New issuance of shares by way of a general public offering of shares

(10) Invitation of subscriptions for corporate bonds [Deleted on June 15, 2004; Newly adopted on March 19, 2010]

(11) Terms of the issuance of convertible bonds

(12) Terms of the issuance of preemptive rights bonds

(13) Assignability of preemptive rights

(14) Capital transfer of reserves

(15) Approval of transaction between the Company and a Director, etc. [Amended on April 27, 2012]

(16) Approval of a Director's right to conduct competitive business, exercise of intervention rights

(17) Establishing, operating and dissolving committees and the appointment and termination of committee members [Amended on June 15, 2004]

(18) Adopting, amending and abolishing committee bylaws

(19) Resolution on matters that have been resolved by the committees, excluding such matters that have been resolved by the Audit Committee [Amended on March 19, 2010]

(20) Determination of simplified merger, simplified merger after division, small-scale merger and small-scale merger after division [Amended on June 15, 2004]

- (21) Reporting of merger and consolidation [Newly adopted on June 15, 2004]
- (22) Revocation of stock option grants
- (23) Determination of interim dividend
- (24) Designation of transfer agent
- (25) Determination of closure period of register of shareholders and record date [Amended on June 15, 2004]
- (26) Retirement of shares
- (27) Approval of director's usurpation of corporate opportunity and assets [Newly adopted on April 27, 2012]
- (28) Establishment, amendment and abolition of compliance standards [Newly adopted on April 27, 2012]
- (29) Appointment and dismissal of compliance officer [Newly adopted on April 27, 2012]

2. Matters to be submitted to the meeting of shareholders.

- (1) Sale of all or a major portion of the business of the Company
- (2) Lease of all of the business of the Company or the delegation of management, entering into a contract that ties the profit and loss of the Company with a third party, or entering into, amending or terminating such other equivalent contracts
- (3) Acquisition of all or part of a business that materially affects the business of the Company [Amended on June 15, 2004; April 27, 2012]
- (4) Stock dividends
- (5) Reduction in capital
- (6) Amendment to the Articles of Incorporation
- (7) The appointment and termination of a Director or an Audit Committee member
- (8) Compensation of a Director
- (9) Granting of stock options
- (10) Dissolution, merger, division, merger after division, continuation of the Company
- (11) Issuance of shares below par value
- (12) Release of liability of the Directors vis-à-vis the Company
- (13) Reporting of transactions with the Company's largest shareholder (including its specially related person) and the specially related person in accordance with Section 542-9 of the Korean Commercial Code

[Newly adopted on June 15, 2004; Amended on March 19, 2010]

(14) Any other matters to be submitted to the meeting of shareholders by statute or pursuant to the Articles of Incorporation

3. Important Matters Concerning Financial Condition [Amended on June 15, 2004; April 27, 2012]

- (1) The provision of guarantee, collateral, the acquisition and disposition of business or assets, investment and disposition of interest, investment in facilities, all as set forth in the [Schedule] [Amended on April 27, 2012]
- (2) Establishing or increasing the annual limit on borrowings (excluding borrowings using trade receivables as collaterals) and issuance of corporate debentures and CPs (Commercial Papers)
- (3) [Deleted on March 19, 2010]
- (4) Large scale insider trading as defined in the Monopoly Regulation and Fair Trade Act
- (5) Approval of transactions, or the total transaction amount, with the Company's largest shareholder (including its specially related person) and the specially related person in accordance with Section 542-9 of the Korean Commercial Code [Newly adopted on June 15, 2004; Amended on March 19, 2010]
- (6) Investment or disposal of interest that affects the inclusion, establishment and exclusion of subsidiaries as set forth in the Monopoly Regulation and Fair Trade Act [Newly adopted on March 19, 2010]

4. Matters relating to the medium- to long-term strategy and business plan of the Company

- (1) Strategic business direction
- (2) Evaluation of business performance of the current year, and agreeing on business plan and objectives for the following year.

5. Matters relating to Personnel [Amended on June 15, 2004; March 19, 2010]

- (1) Personnel matters (other than relating to position) and compensation of executive officers
- (2) Appointment of the Chief Financial Officer

6. Other matters set forth in the statute or in the Articles of Incorporation, matters delegated by the meeting of the shareholders or that are deemed necessary by the Chairman of the Board

② Matters to be reported to the Board are as follows: [Newly adopted on June 15, 2004; Amended on April 27, 2012]

1. The resolution of matters that the Board has delegated to its Committees
2. A matter where a Director has taken an action, or is likely to take an action that, in the opinion of the Audit Committee, violates a statute or the Articles of Incorporation

3. The results of an evaluation by the compliance officer on whether the Company is in compliance with its compliance standards [Newly adopted on April 27, 2012]
4. Matters concerning the discharge of social responsibility of the Company [Newly adopted on April 27, 2012]