

Corporate Governance Charter

Newly Enacted on November 10, 2005

Amended on March 26, 2021

2021. 03. 26.



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CORPORATE GOVERNANCE CHARTER

PREAMBLE

DL is a global developer which creates a better future and aims to increase the value of life by creating a sustainable future for everyone and the foundation of the world

The company's corporate governance charter is enacted with the firm belief that building sound corporate governance is the way to secure trust from all stakeholders and enhance corporate transparency and efficiency to maximize corporate value.

CHAPTER I SHAREHOLDERS

Article 1. Rights of Shareholders

- (1) As owners of the Company, shareholders shall have the rights including the Right to take part in profit sharing, Right to attend and vote at the general meeting of shareholders, and Right to be informed regularly and in a timely manner, which is guaranteed by relevant laws such as Commercial Act.
- (2) Any matters bringing significant changes to the existence of the Company and the shareholders' rights such as merger, amendment to the Articles of Incorporation, reduction of capital shall be determined at the general meeting of shareholders toward ensuring the shareholder' rights to the maximum extent possible.
- (3) The resolution of the general meeting of shareholders shall be made by transparent and fair procedures. The shareholders shall be provided with sufficient information, sufficiently in advance, on the date, time, place and the agenda to be dealt with at the meeting of shareholders, and the date, time and place of the general meeting of shareholders shall be determined to ensure that as many shareholders as possible attend the meeting.
- (4) The shareholders may propose the Board of Directors the agenda for the general meeting of shareholders, and may question or request explanation on the agenda at the general meeting of shareholders. The company shall ensure that shareholders' opinions are fully reflected at the general meeting of shareholders.
- (5) The resolution of the general meeting of shareholders shall be adopted in a transparent and fair manner, and shareholders shall be able to exercise their voting rights as easily as possible, either directly or indirectly.

Article 2. Fair Treatment of Shareholders

- (1) Each shareholder shall have one vote for each share he/she owns, and the fundamental rights of the shareholders shall not be violated. However, restrictions on voting rights for certain shareholders should be imposed on strictly in accordance with the relevant laws and regulations.
- (2) The shareholders shall be able to receive the necessary information from the Company in a timely and fair manner in accordance with the relevant laws and regulations, and the Company shall provide such information to all shareholders in a fair manner, even with respect to information that is not required to be disclosed.
- (3) The company shall protect shareholders from any unfair internal transaction or self-transactions, and shall have implemented the relevant internal control system.

Article 3. Responsibilities of Shareholders

- 1) Each shareholder will endeavor to exercise his/her voting rights proactively for the development of the Company with acknowledgment of the fact that his/her exercise of voting rights can affect the management of the Company.
- 2) The controlling shareholder who exerts influence on the management of the Company shall act in the interest of the Company and all shareholders, and shall not incur damages to the Company and other shareholders.

CHAPTER II BOARD OF DIRECTORS

Article 4. Functions of the Board of Directors

- (1) The Board of Directors shall have the comprehensive authority with respect to the management of the Company within the scope permitted under the relevant laws and regulations, and shall perform the functions of major management decision-making and supervision as prescribed by the statutes, the Articles of Incorporation and the regulations of the Board of Directors.
- (2) The Board of Directors may delegate power to the representative director or committees within the Board of Directors. However, the main matters prescribed in the Articles of Incorporation or the Regulations on the Board of Directors are excluded.

Article 5. Composition of the Board of Directors and Election of Directors

- (1) The size of the Board of Directors shall be adequate for effective discussion and appropriate, prompt and prudent decision-making.
- (2) The Board of Directors shall be comprised of a sufficient number of outside directors to maintain actual independence.
- (3) The Company shall maintain Outside Director Candidate Recommendation Committee for fair recommendation of candidates for the outside directors, which shall be organized to ensure fairness and independence of the appointment of directors.
- (4) The Company shall appoint competent person with expertise, so that the Board of Directors may make a substantial contribution to the management of the Company, and the term of office of the elected directors shall be respected.
- (5) The Company shall provide shareholders with sufficient information and time to make

judgments on the director candidates prior to exercising their voting rights.

Article 6. Outside Directors

- (1) The outside directors shall not have a material relationship with the Company and each outside director shall be a person who can independently make decisions regardless of the management and the controlling shareholder.
- (2) The Company shall timely provide information necessary for the outside directors to carry out their duties, so that they can accurately understand the management status of the Company. In particular, when a Board of Directors is held, information related to the agenda should be provided in advance for their sufficient review of the proposed agenda. In addition, the outside directors may request that information be promptly provided to perform their duties.
- (3) The outside directors shall devote sufficient time for the performance of their duties, and shall attend the meeting of the Board of Directors after reviewing the relevant materials in advance. The outside directors shall listen to shareholders' opinions, and make efforts to obtain information from various sources both inside and outside the Company.
- (4) The outside directors may receive assistance from its executive and employees or outside experts in accordance with the appropriate procedure if necessary for the performance of their duties, and the Company shall provide the expenses to a reasonable extent.

Article 7. Operation of the Board of Directors

- (1) In principle, a meeting of the Board of Directors shall be held regularly, and at least once per quarter. A special meeting of the Board of Directors shall be held whenever deemed necessary.
- (2) The Regulations on the Board of Directors which specifically stipulates the authorities, responsibilities, operation procedure, and the like of it shall be established in order for its smooth operation.
- (3) The Board of Directors shall prepare the minutes or record the contents of its every meeting, and shall keep the minutes and recordings of the Board of Directors
- (4) The Company shall disclose the details of its activities, such as the attendance rate of the individual directors at the meetings of the Board of Directors and the votes of the individual directors on each major agenda item which is subject to disclosure requirement.
- (5) The Company may, if necessary, participate in the meetings of the Board of Directors by utilizing remote communication means.

Article 8. Committees within the Board of Directors

- (1) The Board of Directors may establish a committee comprised of an appropriate number of persons who perform specific functions and roles within the Board, as prescribed by the Articles of Incorporation.
- (2) The resolution of the committee on matters delegated by the Board of Directors shall have the same force and effect as the resolution of the Board of Directors. The committee shall report the resolution to the Board of Directors, and annually submit a report on committee activities to the Board of Directors. In addition, matters concerning the organization, operation and authority of the Committee shall be prescribed in writing.
- (3) The Board of Directors may resolve again on the matters previously resolved by the Committees, except for the resolutions by the Audit Committee.

Article 9. Duties of Directors

- (1) The directors shall perform their duties with fiduciary duties and duties of loyalty. The directors,

as a subject of Company management, shall always pursue the best interest of the Company and its shareholders.

- (2) The directors shall not exercise their authorities for their own interests or those of any third parties, and shall always place the higher priority on the interests of the Company and the shareholders.
- (3) The directors shall not divulge or use for their own interests or those of any third party any confidential information of the Company acquired in connection with the performance of their duties.

Article 10. Responsibilities of Directors

- (1) The managerial decisions of directors shall be respected as long as they have collected a considerable amount of reasonably reliable data and information, carefully and thoroughly reviewed them, and performed their duties in the manner believed to be in the best interest of the Company based on prudent and reasonable judgment.
- (2) The Company shall cause the directors to fulfill their legal responsibilities, and shall purchase liability insurance for the directors at the Company's expense in order to solicit competent personnel to take the director position.
- (3) The Directors shall regularly participate in the internal and external education sessions for efficient performance of their duties. In particular, newly appointed directors should participate in the training sessions related to their duties and governance.

CHAPTER III AUDIT INSTITUTIONS

Article 11. Internal Audit Institutions

- (1) In order to maintain independence, at least two-thirds of the members shall be outside directors, and in order to maintain their expertise, one member shall be a person with professional knowledge of audit affairs.
- (2) The Audit Committee shall conduct a legitimacy audit in case of significant improper performance, as well as a legality audit on the performance of directors and management.
- (3) The Board of Directors shall make a stipulation regarding objectives, organization, authorities and responsibilities and tasks of the Audit Committee.
- (4) The Audit Committee shall be held at least once every quarter. It shall have the management, financial executive, head of the internal audit department, and external auditor attend, if necessary.
- (5) The Audit Committee shall prepare the minutes of its every meeting. The minutes shall include the main discussions and resolutions as detailed and clearly as possible.
- (6) The Audit Committee may freely access any information necessary for conducting the audit, and the Company shall provide sufficient support, so that it can get advice from outside experts, if deemed necessary.
- (7) The members of the Audit Committee shall be independent of the management and the controlling shareholders. Accordingly, the members of the Audit Committee shall not be entitled to receive any reward other than the remuneration as directors.

Article 12. External Auditor

- (1) The external auditor shall maintain practical and legal independence from the Company, its management, the controlling shareholders, and the like.

- (2) The external auditor shall attend the general meeting of shareholders, and provide explanation to the questions of shareholders regarding its audit report.
- (3) The external auditor shall be responsible to compensate for the loss and damage incurred by the Company attributable to his/her negligent audit.
- (4) The external auditor shall endeavor to identify, during the audit, any misconduct or unlawful act committed by the Company.
- (5) The external auditor shall review sustainability of the Company as required by the laws and regulations relevant to the external audit.
- (6) The external auditor shall report to the Audit Committee any important matters reviewed during the performance of its duties.

CHAPTER IV STAKEHOLDERS

Article 13. Stakeholders

- (1) The Company shall endeavor not to infringe on the rights of various stakeholders.
- (2) The Company shall comply with the procedures for creditor protection with respect to matters having significant influence on the status of creditors such as merger, capital reduction, or merger through division or the like.
- (3) The Company shall respect the rights of workers and endeavor to improve the quality of life of workers.
- (4) The Company shall not neglect social responsibility such as consumer protection, environmental protection, and the like.
- (5) The Company shall promote the establishment of a fair market order and promote balanced development of the national economy through compliance with fair trade laws.
- (6) In case the Company infringes on the rights of stakeholders, the Company shall take appropriate remedies, and the stakeholder shall have the measures to be effectively relieved of their rights in case of infringement.

CHAPTER V MANAGEMENT MONITORING BY THE MARKET

Article 14. Disclosure

- (1) The Company shall disclose, in addition to those required to be disclosed under the relevant laws and regulations, any matters that have or may have significant influence on the decision-making of the shareholders and stakeholders.
- (2) When the Company has decided on any material affairs, the Company shall disclose the accurate details in a timely manner in addition to its regular disclosures.
- (3) The Company shall appropriately disclose information on future management performance and financial situation.
- (4) The Company shall endeavor to make the disclosure easy to understand, and make it available to the stakeholders at low cost.
- (5) The Company shall designate an officer in charge of the disclosure, and shall establish an internal information delivery system for the swift delivery of the Company's important information to the officer in charge of the disclosure.

- (6) The Company shall disclose in details the ownership status of the controlling shareholders and their specially related persons.
- (7) The representative director and the chief financial officer of the Company shall certify the accuracy and integrity of the financial reports.
- (8) The company shall establish and disclose its ethical regulations.

Article 15. Market of Management Rights

- (1) Any act resulting in a change of management rights to the Company such as acquisition, merger, partition, business transfer, or the like shall be proceeded in accordance with fair and transparent procedures.
- (2) The protection of management rights of the Company shall not be carried out by sacrificing the interests of the Company and its shareholders in order to maintain the management rights of the management or some of shareholders.
- (3) The Company shall ensure that any shareholder opposing to any material change of the Company structure such as merger, business transfer or the like shall be entitled to exercise his/her appraisal right at the fair value reflecting the actual value of his/her shares as stipulated in the relevant laws and regulations.

ADDENDUM

This Corporate Governance Charter shall come into effect as of November 10, 2005.

This Corporate Governance Charter shall amended and come into effect on March 26, 2021