

Created on January 15, 2001

Amended on April 27, 2012

Rules for the Independent Director Recommendation Committee

Samsung Electronics Co., Ltd.

Article 1 (Purpose)

The purpose of these Rules is to set out matters needed for the composition, operation, authority, etc., of the Independent Director Recommendation Committee designed to recommend independent director candidates for the Corporation in accordance with relevant laws, the Articles of Incorporation, and the Rules for the Board of Directors.

Article 2 (Appointment)

Members of the Committee (“Members”) shall be appointed from among directors at a Board meeting by the presence of a majority of directors and the majority of directors present agreeing to the appointment.

Article 3 (Composition)

The Committee shall be composed of two (2) to four (4) directors. A majority of the Members shall be independent directors.

Article 4 (Chairperson)

- ① The Committee shall appoint by resolution the chairperson.
- ② The chairperson shall fulfill the Committee’s business and represent the Committee.

Article 5 (Term of Office of Member)

The term of office for Member shall be until the expiry of his/her term of office for a director; provided, however, that for a Member appointed to fill a vacancy due to reasons other than the expiry of the term of office of his/her predecessor, his/her term of office shall be the remaining term of office of his/her predecessor.

Article 6 (Removal and Filling Vacancies)

- ① The passage of a resolution to Dismissal a Member requires the resolution of the Board, in which the presence of a majority of directors are required to constitute a quorum and a majority of directors present vote for the resolution at a Board meeting.
- ② If a vacancy occurs in the Committee due to the removal or resignation of a Member, the expiry of their term of office, or personal reasons, at the first Board meeting after the occurrence of the vacancy, a new Member shall be appointed to fill the vacancy.

Article 7 (Convening of Committee Meetings)

- ① The chairperson shall call a Committee meeting.
- ② In calling a Committee meeting, the chairperson shall determine the time and place of the meeting and notify each Member in writing or electronic document, via facsimile, verbally, or through an equivalent means with no less than twenty four (24) hours prior notice; provided, however, that this convening procedure may be waived if all Members agree.
- ③ If deemed necessary for the performance of duties, a Member may convene a Committee meeting by obtaining consent from the chairperson. The previous paragraph shall apply mutatis mutandis to this case as well.

Article 8 (Resolution)

- ① A majority of the members shall constitute a quorum for Committee meeting. The vote of a majority of the members present at a Committee meeting at which a quorum is present shall be the act of the Committee. Members with conflicting interests in the resolution shall not exercise their voting rights.
- ② Committee meetings may convene by using a telecommunications equipment by means of which all person participating in the Committee meeting can hear each other (e.g., transmits and receives voice at the same time) without all or some Members' physical presence of the Committee meeting to the extent permissible under relevant laws.

Article 9 (Minutes)

- ① The Committee shall keep or cause to be kept a book of minutes of a meeting..
- ② Minutes described in Paragraph 1 shall show agenda, the substance of the course, results, and objectors and their reasons for objection. The chairperson and Members present shall sign the minutes or affix their names and seals to them.

Article 10 (Authority)

The Committee shall recommend independent director candidates at a shareholders' meeting convened to appoint independent directors.

Article 11 (Notification Obligation)

The Committee shall notify each Board director of its resolutions within two (2) days after its adoption.

Article 12 (Administrative Secretary)

- ① The Committee shall have an administrative secretary, who shall be appointed by the chairperson.
- ② The administrative secretary shall assist the chairperson and handle the Committee's business in general under the supervision of the chairperson.

Article 13 (Other Matters)

- ① Matters not stipulated in these Rules shall be governed by the Rules for the Board of Directors.
- ② The modification and repeal of these Rules shall require a resolution by the Board.