

Created on April 16, 2004

Amended on November 30, 2023

Rules for the Related- Party Transaction Committee

Samsung Electronics Co., Ltd.

[English Translation]: In the event of discrepancy, the Korean version shall govern and prevail.

Chapter 1 General

Article 1 (Purpose)

The purpose of these Rules is to set for matters for the composition, operation, authority, responsibilities, etc., of the Related-Party Transaction Committee (the “Committee”) established by Samsung Electronics Co., Ltd. (the “Corporation”) in accordance with Article 28-2, Paragraph 1, Subparagraph 4 of the Articles of Incorporation, with the aim of reviewing related-party transaction between subsidiaries and establishing a voluntary system for fair trading to further enhance the transparency of the Corporation’s business management.

Chapter 2 Composition

Article 2 (Composition)

The Committee shall be composed of three (3) directors of the Board of Directors, all of whom shall be independent directors.

Article 3 (Chairperson)

The Committee shall appoint by resolution the chairperson.

Article 4 (Removal)

The passage of a resolution to dismiss a member shall require two-thirds of all directors voting for the resolution at a meeting of the Board of Directors (hereinafter the “Board”). If a vacancy occurs in the Committee due to reasons such as the removal of a member, the expiry of his/her term of office, or personal reasons, the Board shall immediately fill the vacancy.

Chapter 3 Operation

Article 5 (Committee)

Committee meetings, in principle, shall be held at least once per quarter.

Article 6 (Convening Procedure)

- 1) The chairperson shall call a Committee meeting.
- 2) The time and place of a Committee meeting shall be determined and notified to each member no less than twenty-four (24) hours prior through methods that allow for confirmation of transmission and reception, such as documents, electronic documents, or facsimile; provided, however, that this convening procedure may be waived if all members agree.

Article 7 (Resolution)

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. A Committee meeting 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) to the extent permissible under relevant laws.

Chapter 4 Authority and Responsibilities

Article 8 (Authority)

The authority of the Committee shall be as follows:

- 1) Reception of reports on related-party transaction. The Committee may be reported on the state of related-party transaction with subsidiaries. If the Corporation intends to engage in large-scale related-party transaction as outlined in the Monopoly Regulation and Fair Trade Act, the Committee shall deliberate the proposed trading in advance before tabling it to the Board. If deemed by the administrative secretary of the Committee as significant, other types of trading may be deliberated by the Committee as well for decision making.
- 2) Order of ex officio investigation into related-party transaction. At any time, the Committee can order the administrative secretary to conduct an investigation into detailed materials showing the current state of related-party transaction.
- 3) Suggestion of corrective action for related-party transaction. With respect to related-party transaction that is in grave violation of relevant laws and the rules of the Corporation, the Committee may make a suggestion for corrective action to the Board.
- 4) The Committee, at the expense of the Corporation, can seek assistance from experts.

Article 9 (Duties)

The responsibilities of the Committee shall be as follows:

- 1) Fiduciary Duty. Members of the Committee shall exercise fiduciary duty as a good-faith manager when performing their duties.
- 2) Investigation and report to the Board. The Committee shall report to the Board if the Corporation engages in related-party transaction that is in grave violation of relevant laws or the rules of the Corporation.
- 3) Creation of minutes. The Committee shall keep or cause to be kept a book of minutes of a meeting. The minutes shall show review details and results. All members who conducted the review shall sign the minutes or affix their names and seals to them.

Chapter 5 Other Matters

Article 10 (Notification Obligation)

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

Article 11 (Administrative Secretary)

- 1) The Committee shall have an administrative secretary, who shall be appointed by the chairperson.

- 2) Under the supervision of the chairperson, the administrative secretary shall assist each member and handle the Committee's business in general.

Article 12 (Expenses)

Expenses needed for Committee meetings and other operations shall be borne by the Corporation.

Article 13 (Modification and Repeal of the Rules)

The modification and repeal of these Rules shall require a resolution by the Board.

Article 14 (Scope of Application)

Matters concerning related-party transaction that are not stipulated in these Rules shall be governed by the Rules for the Board of Directors and the Rules for the Management Committee.