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Rules for the Sustainability 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 out matters for the composition, operation, authority, etc., of the Sustainability Committee (the “Committee”) that Samsung Electronics Co., Ltd. (the “Corporation”) establishes to fulfill its corporate social responsibility, pursue sustainable business in such as areas as environmental, social, and governance, and enhance shareholder value.

Article 2 (Scope of Application)

Unless stipulated otherwise by relevant laws, the Articles of Incorporation, or the Rules for the Board of Directors, matters concerning the Committee shall be governed by the provisions of these Rules.

Chapter 2 Composition

Article 3 (Composition)

- ① The Committee shall be composed of at least three (3) independent directors of the Board of Directors.
- ② Members of the Committee (“Members”) shall be appointed from among independent directors by the presence of a majority of directors and a majority of directors present voting for the appointment at a Board meeting.
- ③ The term of office for Member shall be until the expiry of his/her term of office as 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 4 (Chairperson)

- ① The chairperson shall be appointed by a resolution of the Committee.
- ② The chairperson shall represent the Committee and chair Committee meetings.
- ③ If the chairperson is unable to perform his/her duties, the Member who has the earliest initial appointment date among the remaining Members shall act on behalf of the chairperson. If two or more of Members have the same earliest initial appointment date, the eldest director shall take the position.

Article 5 (Removal)

- ① The passage of a resolution to dismiss a Member shall require the presence of a majority of directors and a majority of directors present voting for the resolution at a Board meeting.
- ② If a vacancy occurs in the Committee due to reasons such as the removal of a Member, the expiry of their term of office, or personal reasons, the Board shall immediately fill the vacancy.

Chapter 3 Operation

Article 6 (Committee Meetings)

Committee meetings, in principle, shall be held at least once per half a year.

Article 7 (Convening Procedure)

- ① A Committee meeting shall be convened by the chairperson.
- ② The time and place of a Committee meeting shall be determined and notified to each Member no later 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.
- 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)

A majority of the members shall constitute a quorum for the transaction of business of a Committee meeting. The vote of a majority of the member 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 Board meeting can hear each other (e.g., transmits and receives voice at the same time) to the extent permissible under relevant laws.

Article 9 (Opinion Gathering from Stakeholders, Etc.)

If deemed necessary, the Committee may invite executive directors responsible for sustainable business issues, relevant executives and employees, or outside figures to gather opinions from them, and it may establish organizations such as research and consultative bodies under its authority, if necessary, by its own resolution.

Article 10 (Minutes)

- ① The Committee shall keep or cause to be kept a book of minutes of a meeting.
- ② Minutes 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.

Chapter 4 Authority

Article 11 (Items To Be Tabled)

Items to be tabled at Committee meetings shall be as follow:

1. Matters concerning the Corporation's sustainable business
 - 1) Key strategies and policies for sustainable business
 - 2) Report on key activities related to sustainable business such as environmental, social, and governance
 - 3) Plans to publish reports on sustainable business

2. Matters concerning the enhancement of shareholder value
 - 1) Advance review of policy to give back to shareholders (before being tabled at a Board meeting)
 - 2) Report of key matters concerning shareholder interests
3. Other matters that may significantly impact sustainable business and shareholder value and are deemed by the Committee as needing to be tabled
4. Matters concerning the establishment, composition, and operation of organizations such as research and consultative bodies under the Committee's authority
5. Other matters delegated from the Board

Chapter 5 Other Matters

Article 12 (Notification Obligation)

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

Article 13 (Administrative Secretary)

- ① The Committee shall have an administrative secretary responsible for supporting the Committee through its own recommendation.
- ② The administrative secretary shall assist each Member and handle the overall business of the Committee and the research body under its authority.

Article 14 (Expenses)

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

Article 15 (Modification and Repeal of the Rules)

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