

# **Regulations on Disclosure Management**

**August 31, 2009**

**Samsung Electronics Co., Ltd.**

# Regulations on Disclosure Management

## **Chapter I General Provisions**

### **Article 1 (Purpose)**

The purpose of this regulation is to ensure that all public disclosures are made accurately, completely, fairly, and timely in accordance with relevant laws, and to set forth the terms, including disclosure-related work and procedures as well as management of disclosure information, that are necessary to prevent employees from engaging in unfair transactions.

### **Article 2 (Scope of Application)**

Except as otherwise expressly provided for in other statutes, relevant regulations, or Articles of Incorporation, matters concerning disclosure work and the management of disclosure information shall be governed by this regulation.

### **Article 3 (Definition of Terms)**

- ① The term “disclosure information” refers to the matters regarding the Company’s business management and property, etc., that may influence investor decisions; and to disclosure matters and the relevant information prescribed by relevant statutes, such as the Financial Investment Services and Capital Markets Act (“the Act”) and the Enforcement Decree of the Act (“the Decree”), Regulations on Issuance of Securities and Disclosure (“Issuance Disclosure Regulations”) of the Financial Services Commission (“the Commission”), and Regulations on Securities Market Disclosure (“Disclosure Regulations”) of the Korea Exchange (“the Exchange”).

- ② “Disclosure document” refers to the document (including an electronic document) submitted to declare and report disclosure information and any documents attached thereto.
- ③ “Disclosure control system” refers to various business activities of managing disclosure information by relevant internal organization of the Company according to systematic control procedures.
- ④ “Disclosure control organization” refers to the CEO, the person in charge of disclosure, and the department in charge of disclosure who perform disclosure-related work, such as the creation, collection, and review of information for disclosure and the preparation and approval of disclosure documents, as well as the business department related to the occurrence of disclosure information in accordance with this provision.
- ⑤ “Person in charge of disclosure” refers to a person who is appointed by the CEO to supervise the Company’s disclosure work and is registered with the Exchange as a person in charge of disclosure pursuant to Article 88 Paragraph 1 of the Disclosure Regulations.
- ⑥ “Department in charge of disclosure” refers to a department in charge of the Company’s disclosure work in accordance with the Company’s Regulations on Work and Organization. In such cases, pursuant to Article 88 Paragraph 2 of the Disclosure Regulations, the department shall include at least two “people tasked with disclosure” registered with the Exchange.
- ⑦ “Business department” refers to a department that performs work related to the occurrence of the Company’s disclosure information.
- ⑧ “Regular disclosure” refers to submitting matters concerning the Company’s overall affairs, including its business and financial standing and business results, through its Business Report, Half-year Report, and Interim Reports to the Commission or the Exchange pursuant to Articles 159, 160, and 165 of the Act, Articles 168 and 170 of the Decree, Article 4-3 of the Issuance Disclosure Regulations, and Article 21 of the Disclosure Regulations.
- ⑨ “Ad hoc disclosure” refers to the disclosure of key management matters and reporting or disclosing key facts, decisions, etc., related to the Company’s management activities that affect investor decisions to the Exchange pursuant to Article 7 of the Disclosure Regulations.

- ⑩ “Fair disclosure” refers to the Company disclosing information to the Exchange when the Company selectively provides a select party with information that is not subject to disclosure under relevant statutes or not approaching the disclosure deadline in order to disclose the information to general investors simultaneously (or prior to selectively providing the information), pursuant to Articles 15 and 16 of the Disclosure Regulations and Fair Disclosure Guidelines of the Exchange.
- ⑪ “Inquired disclosure” refers to disclosure requested by the Exchange in accordance with Article 12 of the Disclosure Regulations to confirm whether a rumor or news report about the Company is true or false, or whether there is important information.
- ⑫ “Voluntary disclosure” refers to the Company disclosing information other than the ad hoc disclosure in Paragraph 9 to the Exchange, pursuant to Article 28 of the Disclosure Regulations and Article 8 of the Detailed Regulations for Enforcement of the same Act, if it determines that the information may significantly affect the Company’s management and property as well as investor judgment or that it is necessary to disclose the information even though it is not subject to disclosure.
- ⑬ “Issuance disclosure and reports on material facts” refers to submitting a report on matters related to the public offering and public sale of securities, the Company’s structural changes, such as a merger, split-off, and transfer and acquisition of business, or acquisition and disposal of treasury stocks under relevant statutes to the Commission pursuant to Articles 119, 121 through 123, 130, 161 of the Act, Articles 120 through 122, 137, 171 of the Decree, and Articles 2-4, 2-6, 2-14, 2-17, 4-5, 5-8 through 5-10, 5-15 of the Issuance Disclosure Regulations.
- ⑭ “Company overview” is an event in which the Company provides explanations on its business results, such as revenue and operating profit, and its business outlook to investors.
- ⑮ Terms used in this provision shall be in accordance with the examples of terms used in relevant statutes and provisions, except as otherwise expressly provided for in this regulation.

## **Chapter II Basic Authorities and Responsibilities of Disclosure Control Organization**

### **Article 4 (CEO)**

The CEO shall oversee various work related to the disclosure control system.

### **Article 5 (Person in Charge of Disclosure)**

- ① The person in charge of disclosure shall be appointed by the CEO.
- ② The person in charge of disclosure shall manage the overall planning and operation of the disclosure control system.
- ③ The person in charge of disclosure may discuss matters with relevant departments if needed to perform his/her duties and may seek opinions from external experts.

### **Article 6 (Department in Charge of Disclosure)**

- ① The person in charge of disclosure shall organize a department in charge of disclosure that includes a person or persons with expert knowledge on disclosure work. Two people from the department shall be appointed as people tasked with disclosure pursuant to Article 88 Paragraph 2 of the Disclosure Regulations.
- ② The department in charge of disclosure when performing disclosure work shall be under the leadership of the person in charge of disclosure.
- ② The department in charge of disclosure may be divided into one in charge of regular disclosures and another in charge of irregular disclosures, including ad hoc disclosures; but the accounting department that supervises preparation and submission of relevant documents shall be in charge of regular disclosures, and the investor relations (“IR”) department shall be in charge of irregular disclosures, such as ad hoc disclosures, fair disclosures, inquired disclosures, and voluntary disclosures.

## **Article 7 (Business Department)**

- ① Each business department shall deliver relevant information to the department in charge of disclosure in a timely manner when matters subject to disclosure arise or are expected to arise, and when a reason for revocation or change of disclosed information occurs or is expected to occur.
- ② When delivering disclosure information under the preceding paragraph, relevant details and reference materials shall be delivered to the department in charge of disclosure.

# **Chapter III Disclosure Control Activities and Operation**

## **Section 1 Regular Disclosure**

### **Article 8 (Regular Disclosure)**

- ① The Company shall prepare documents for regular disclosure and submit them to the Commission and the Exchange within the disclosure deadline.
- ② Matters concerning various matters related to disclosure control activities and operations for regular disclosures shall be governed by the “Regulations on Internal Control over Financial Reporting”.

## **Section 2 Ad Hoc Disclosure**

### **Article 9 (Ad Hoc Disclosure)**

The Company shall prepare documents for ad hoc disclosure and submit them to the Exchange within the disclosure deadline.

## **Article 10 (Business Department)**

- ① Each business department shall immediately deliver relevant information to the department in charge of disclosure when matters subject to an ad hoc disclosure arise or are expected to arise, and when reasons for revocation or change to the contents of the already disclosed information occur or are expected to occur.
- ② The business department shall respond immediately when the department in charge of disclosure requests to supplement the information or submit additional data under Paragraph 1 provided that the business department may consult on the matter with the department in charge of disclosure when it determines the matter requires strict security or is a matter in which confidentiality must be maintained.

## **Article 11 (Department in Charge of Disclosure)**

- ① When the department in charge of disclosure receives information on ad hoc disclosure from the business department, it may review whether it is subject to disclosure and request the business department to supplement the information or submit additional data, if necessary.
- ② When the matters are subject to disclosure after the review under the preceding paragraph, the department in charge of disclosure shall prepare documents for ad hoc disclosure, report the same to the head of the department in charge of disclosure, get the approval from the person in charge of disclosure, and disclose the matters according to disclosure methods. Even if the matters are not subject to ad hoc disclosure, the reviewed materials shall be reported to the person in charge of disclosure. However, under unavoidable circumstances in which the person in charge of disclosure cannot review and approve the matters, the head of the department in charge of disclosure may stand in for the person in charge of disclosure, and in such cases, the matter shall be reported to the person in charge of disclosure afterwards.
- ③ The department in charge of disclosure shall review whether matters subject to an ad hoc disclosure are subject to the disclosure of large-scale internal transactions pursuant to Article 11-2 of the Monopoly Regulation and Fair Trade Act when it issues a disclosure.

## **Article 12 (Person in Charge of Disclosure)**

The person in charge of disclosure shall review whether the details of the review, disclosure documents, etc., under Paragraph 2 of the preceding article have been prepared appropriately in accordance with relevant statutes and approve whether they will be disclosed.

## **Article 13 (Monitoring of Disclosure Contents)**

- ① Business departments related to the matters subject to ad hoc disclosure and the department in charge of disclosure shall immediately start monitoring the appropriateness of the disclosure contents after the disclosure.
- ② When an error or omission is found after the review under the preceding paragraph, the department in charge of disclosure shall take necessary measures, such as issuing a corrective disclosure, to correct the error or omission.

## **Section 3 Fair Disclosure**

### **Article 14 (Fair Disclosure)**

The Company shall prepare documents for fair disclosure and submit them to the Exchange within the disclosure deadline.

### **Article 15 (Prohibition of Indirect Provision of Information Subject to Fair Disclosure)**

The person providing the information subject to fair disclosure (person prescribed in Article 15 Paragraph 2 of the Disclosure Regulations) shall not indirectly provide the information to any person subject to receiving the information subject to fair disclosure (person prescribed in Article 15 Paragraph 3 of the Disclosure Regulations).

### **Article 16 (Matters to Note)**

- ① When issuing a fair disclosure, names of the person or persons tasked with disclosure, their contact information, etc., shall be specified to ensure that investors can easily inquire about the contents of the disclosure.



- ② When requested by the Exchange, the Company shall include a summary of the fair disclosure and the address of its website, issue the disclosure on the Exchange, and upload the summary and the original text on its website.

### **Article 17 (Application Mutatis Mutandis)**

Provisions in Articles 10 through 13 shall apply *mutatis mutandis* to fair disclosure. In such cases, “ad hoc disclosure” shall be construed as “fair disclosure”.

## **Section 4 Inquired Disclosure**

### **Article 18 (Inquired Disclosure)**

The Company shall prepare documents for inquired disclosure and submit them to the Exchange within the disclosure deadline.

### **Article 19 (Department in Charge of Disclosure)**

- ① When an inquired disclosure is requested by the Exchange, the department in charge of disclosure shall immediately confirm the facts or whether there is important information, prepare disclosure documents, receive approval from the person in charge of disclosure, and issue the inquired disclosure, provided that under circumstances in which it is difficult to receive the approval of the person in charge of disclosure, the head of the department in charge of disclosure may stand in, and in such cases, it shall be reported to the person in charge of disclosure afterwards.
- ③ The department in charge of disclosure may request each business department to submit data or state its opinion to confirm the facts or whether there is important information under the preceding paragraph, and in such cases, relevant business departments shall respond to this request, provided that the business department may consult on the matter with the department in charge of disclosure when it determines the matter requires strict security or is a matter in which confidentiality must be maintained.

- ④ When an inquired disclosure is requested and the department in charge of disclosure issues a disclosure that states the Company is in the decision-making process (hereinafter referred to as “unconfirmed disclosure”), the Company shall identify the confirmed details or progress of the matters subject to disclosure and reissue the disclosure within one month from the date of the unconfirmed disclosure. In such cases, if it is deemed impossible to reissue the disclosure within one month, a new deadline for the reissuance of the disclosure shall be specified, and the Company shall execute the disclosure.

## **Article 20 (Application Mutatis Mutandis)**

Provisions in Articles 12 and 13 shall apply *mutatis mutandis* to inquired disclosure. In such cases, “ad hoc disclosure” prescribed in Articles 12 and 13 shall be construed as “inquired disclosure”, and “reviewed materials and disclosure documents under Paragraph 2” prescribed in Article 12 as “confirmed materials and disclosure documents under Paragraph 1”.

## **Section 5 Voluntary Disclosure**

### **Article 21 (Voluntary Disclosure)**

The Company may prepare documents for voluntary disclosure and submit them to the Exchange within the disclosure deadline.

### **Article 22 (Judgment and Collection of Information of Matters Subject to Voluntary Disclosure)**

- ① When the department in charge of disclosure determines that voluntary disclosure is necessary, or when reasons for revocation or change of the already disclosed contents of voluntary disclosure occur or are expected to occur, it may request that business departments provide necessary information or submit data.
- ② For matters in which voluntary disclosure is deemed necessary, cases in which reasons for revocation or change of the already disclosed contents of voluntary disclosure occur or are expected to occur, or cases requested by the department in charge of disclosure to provide necessary information or submit data pursuant to provisions under the preceding paragraph, business departments shall immediately deliver relevant information or data in hard copy according to the method prescribed in Article 7 Paragraph 2 of this regulation.

- ③ When requested by the department in charge of disclosure to complement notified details under the preceding paragraph or submit additional data, the business department shall immediately respond to such request provided that the business department may consult the matter with the department in charge of disclosure if it determines the matter requires strict security or is a matter in which confidentiality must be maintained.

### **Article 23 (Application Mutatis Mutandis)**

Provisions in Articles 11, 12, and 13 shall apply *mutatis mutandis* to voluntary disclosure. In such cases, “ad hoc disclosure” prescribed in Articles 11, 12, and 13 shall be construed as “voluntary disclosure”, “review on whether the matter is subject to disclosure” prescribed in Article 11 Paragraph 1 as “review on the necessity of disclosure”, “a case in which the matter is subject to disclosure” prescribed in Paragraph 2 of the same Article as “a case in which disclosure is deemed necessary”, and “a case in which the matter is not subject to disclosure” as “a case in which disclosure is deemed unnecessary”.

## **Section 6 Issuance Disclosure and Report on Material Facts**

### **Article 24 (Issuance Disclosure and Report on Material Facts)**

The Company shall prepare documents for issuance disclosure and report on material facts and submit them to the Commission within the disclosure deadline.

### **Article 25 (Establishment of Work Action Plan)**

When matters subject for issuance disclosure and matters subject to report on material facts under Article 161 Paragraph Subparagraph 6 through 8 of the Act arise or are expected to arise, the department in charge of disclosure shall check necessary disclosure items, schedule, etc., and establish a plan required for issuance disclosure and report on material facts.

### **Article 26 (Application Mutatis Mutandis)**

Report on material facts under provisions in Article 161 Paragraph 1 Subparagraphs 1 through 5 and Subparagraph 9 of the Act shall apply *mutatis mutandis* to Article 10 through 13. In such cases, “ad hoc disclosure” and “documents for ad hoc disclosure” shall be construed as “report on material facts” and “documents for report on material facts,” respectively.

## **Chapter IV Information and Communication**

### **Article 27 (Collection, Maintenance, and Management of Information)**

- ① Each disclosure control organization shall collect, maintain, and manage necessary information and evidential data, from inside and outside the Company, that are related to the work it is in charge of, to ensure the accuracy, completeness, fairness, and timeliness of disclosure information.
- ② The person in charge of disclosure may give necessary business instructions to enable employees to collect, maintain, and manage information under the preceding paragraph and utilize it for relevant tasks.

### **Article 28 (Communication)**

The person in charge of disclosure shall endeavor to ensure smooth exchange of information and communication system among the disclosure control organization and employees in the disclosure work process.

## **Chapter V Evaluation and Management of Disclosure Risks**

### **Article 29 (Management of Disclosure Risks)**

The person in charge of disclosure shall ensure that various disclosure risks, which may negatively affect the accuracy, completeness, fairness, and timeliness of disclosure information, are monitored in a timely manner and continually managed.

### **Article 30 (Business Department)**

When a disclosure risk arises or there is potential risk in the process of performing relevant tasks, each business department shall immediately report the disclosure risk or potential thereof to the department in charge of disclosure and manage appropriately to prevent future disclosure risks.

## **Article 31 (Department In Charge of Disclosure)**

- ① The department in charge of disclosure shall oversee the overall company-wide monitoring and management of disclosure risks.
- ② The department in charge of disclosure shall ensure continual monitoring and management of risk factors in disclosure.
- ③ The department in charge of disclosure shall separately classify major disclosure risks that may significantly impact the Company to ensure appropriate monitoring and management.

## **Chapter VI Monitoring**

### **Section 1 Regular Monitoring**

#### **Article 32 (Regular Monitoring)**

- ① Business departments and the department in charge of disclosure shall examine through regular monitoring whether disclosure-related tasks are performed according to the disclosure control system, and when vulnerabilities are detected, necessary corrective/improvement measures shall be taken in a timely manner.  
Furthermore, the department in charge of disclosure shall regularly monitor the current status of the operation, such as changes in the person(s) in charge.
- ② For regular monitoring, business departments and the department in charge of disclosure may approve documents, request reference materials, meetings with employee(s) related to disclosure information, and listen to the opinions of the department in charge of accounting or auditing, etc.

## **Section 2 Monitoring of Operating Status**

### **Article 33 (Entity and Timing)**

- ① The person in charge of disclosure shall monitor the operating status of the disclosure control system.
- ② Operating status shall be monitored after the end of each business year before submitting a Business Report.

### **Article 34 (Procedures)**

- ① When monitoring the operating status pursuant to provisions under the preceding article, each business department shall submit a report on the operating status of each business department to the department in charge of disclosure.
- ② The department in charge of disclosure shall monitor the operating status of the Company's disclosure control system based on the report submitted by each business department and report the results to the person in charge of disclosure.
- ③ The person in charge of disclosure shall monitor the operating status of the Company's disclosure control system based on the results reported by the department in charge of disclosure.

### **Article 35 (Methods and Considerations)**

The person in charge of disclosure may use various methods to monitor the operating status of the disclosure control system, including meeting with the person(s) engaged in disclosure procedures—such as the creation and delivery of information—reviewing relevant documents, and listening to the opinions of external experts.

### **Article 36 (Utilization Operating Status Monitoring Results)**

The person in charge of disclosure shall take necessary measures to improve vulnerability of the disclosure control system exposed through monitoring of the operating status of the system.

## **Chapter VII Prohibition of Unfair Transaction of Employees**

### **Article 37 (General Principles)**

Employees shall not use any material nonpublic information related to business, etc., prescribed in Article 174 Paragraph 1 of the Act (“material nonpublic information”) in trading or any other transaction involving specific securities, etc., prescribed in Article 172 Paragraph 1 of the Act (“specific securities, etc.”) or allow another person to use it.

### **Article 38 (Management of Material Nonpublic Information)**

- ① Employees shall not divulge any material nonpublic information of the Company provided that when sharing material, nonpublic information is inevitable for work with a trading counterparty, legal representative, external auditor, etc., only the necessary information shall be shared.
- ② When an employee unintentionally divulges material nonpublic information, the person shall notify this fact to the department in charge of disclosure without delay.
- ③ Upon receipt of the notice under the preceding paragraph, the department in charge of disclosure shall report this fact to the person in charge of disclosure and take necessary measures, such as adhering to fair disclosure.

### **Article 39 (Return of Short-Swing Profit, etc.)**

- ① If an executive or any of the following employees earns profit by purchasing and then selling specific securities, etc., within six months, or by selling specific securities, etc., and then purchasing them within six months, the person shall return the profit to the Company pursuant to Article 172 of the Act.
  1. Employee who engages in the establishment, modification, promotion, and disclosure of matters subject to report on material facts under Article 3 Paragraph 13 and any other relevant work;
  2. Employee who engages in work related to finance, accounting, planning, and R&D.

- ② When a shareholder (including an owner of any equity security or depositary receipt other than stocks; hereafter the same shall apply in this Article) requests the department in charge of disclosure that the Company make a claim against an employee who has earned a short-swing profit to return the profit, the department shall report this to the person in charge of disclosure.
- ③ The person in charge of disclosure shall initiate necessary procedures to return the profit, including judicial claim against the employee, within two months from the request date under the preceding paragraph.
- ④ The person in charge of disclosure shall disclose the following matters on the Company's website without delay for two years from the date the Securities and Futures Commission ("SFC") notifies the occurrence of short-swing profit. However, this shall not apply to cases in which short-swing profit was returned.
  1. Position of the person who needs to return the short-swing profit;
  2. The amount of short-swing profits (separate totals for executives, employees, and major shareholders);
  3. The date the SFC notified the occurrence of the short-swing profit;
  4. The relevant company's plan to claim a return of the short-swing profit;
  5. The fact that a shareholder (including an owner of any equity security or depositary receipt other than stocks; hereafter the same shall apply in this Article) of a corporation may demand that the corporation make a claim against a person who has earned a short-swing profit to return the short-swing profit, and the shareholder may make the claim on behalf of the corporation, if the corporation fails to make such claim within two months after receiving such demand.



# **Chapter VIII Disclosure Control of Other Matters**

## **Section 1 Media Contact such as Distribution, etc., of Press Releases**

### **Article 40 (Distribution of Press Releases)**

- ① The Public Relations (“PR”) Department shall be in charge of the Company’s distribution of press releases.
- ② When distributing press releases to the mass media, such as media outlets, each business department shall deliver them to the PR Department in advance.  
The PR Department shall distribute the press release after consulting with the department in charge of disclosure if it is related to matters subject to disclosure.
- ③ When the information delivered through the press release is subject to fair disclosure under Article 14, the department in charge of disclosure shall prepare the documents for fair disclosure and issue the disclosure in accordance with Articles 16 and 17.

### **Article 41 (Hearing Opinions)**

The department in charge of disclosure may hear the opinions of employees with expert knowledge, external experts, etc., on information provided through the press release, if necessary.

### **Article 42 (Post-Monitoring of Press Releases)**

The business department related to the contents of the press release and the PR Department shall conduct post-release monitoring of the contents after the distribution, and if any content is different from the facts, they shall report the same to the department in charge of disclosure and take necessary measures.

### **Article 43 (Information-Gathering from Media Outlets, etc.)**

- ① The PR Department shall be in charge of work related to the information-gathering from media outlets.
- ② When there is a request from the press for information-gathering, etc., the PR Department shall consult with the department in charge of disclosure before it responds to the request, if deemed necessary.
- ④ When the PR Department verifies the contents of the press release from the mass media, such as media outlets, and if any content is different from the facts, it shall report the same to the department in charge of disclosure and take necessary measures.

## **Section 2 Market Rumors, etc.**

### **Article 44 (Market Rumors)**

- ① If deemed necessary, the department in charge of disclosure shall confirm with relevant business department whether a market rumor matches the undisclosed material information via opinion gathering, etc., and may take necessary measures, such as issuing a disclosure, if needed.
- ② Even when a market rumor does not match the undisclosed material information, the department in charge of disclosure shall establish and implement appropriate countermeasures if it is deemed that the issue may negatively impact the interest of the Company.

### **Article 45 (Requests for Information)**

- ① When requested by shareholders, stakeholders, etc., to disclose information related to the Company, the person in charge of disclosure shall review the legitimacy of the request and determine whether to provide the information.

- ② After the decision under the preceding paragraph to provide information, the person in charge of disclosure may hear opinions of the Legal Department or an external legal expert on whether the provided information may affect investment decisions and stock price, and when the information is subject to fair disclosure or may affect investment decisions and stock price, the person shall take necessary measures to ensure the information is disclosed to the public simultaneously with (or prior to providing the information to) the person who requested the information.

#### **Article 46 (Company Overview)**

When a Company overview is held, the department in charge of the relevant work shall provide the date and time, place, and reference materials of the Company overview to the department in charge of disclosure in advance to ensure it is disclosed to general investors.

#### **Article 47 (Providing Information via Website, etc.)**

Among the information disclosed as material facts of the Company, those deemed useful or helpful for investment decision in particular shall be immediately uploaded on the Company's website by the department in charge of disclosure to promote accessibility and convenience for general investors.

### **Chapter IX Supplementary Provisions**

#### **Article 48 (Education)**

- ① The person in charge of disclosure shall establish and implement an education plan to ensure that all employees of the Company fully understand the disclosure control system and are able to perform relevant tasks correctly. In particular, the department in charge of disclosure shall complete professional education.
- ② The department in charge of disclosure shall take necessary measures, including education, to spread the information related to the disclosure control system to the Company's employees.

### **Article 49 (Penalty Provisions)**

The Company may take measures pursuant to the relevant regulations of the Company against employees who violate this regulation and thus cause material damage to the Company.

### **Article 50 (Revision or Abolition of the Regulation)**

Revision or abolition of this regulation shall be conducted by the CEO.

## **Addenda**

This regulation shall enter into force on September 1, 2009.