

The 44th AGM Material

February 2013

Samsung Electronics

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1. Proxy Material

1.1 Agenda of the Meeting

Summary of Agenda

• Agenda 1

- Approval of Balance Sheet, Income Statement, and Statement of Appropriation of Retained Earnings (Draft) for the 44th Fiscal Year (January 1, 2012 ~ December 31, 2012)

※ The total dividend per share in 2012 is KRW 8,000 for common shares and KRW 8,050 for preferred shares, including interim dividend of KRW 500 per share paid in August 2012.

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• Agenda 3

- Approval of the Compensation Ceiling for the Directors

	<u>45th (2013)</u>	<u>44th (2012)</u>
• General compensation	KRW 30 Billion	KRW 22 Billion
• Long-term Incentives	KRW 8 Billion	KRW 8 Billion

- Number of Directors: 9 (including 5 Independent Directors)

AGENDA 1: APPROVAL OF BALANCE SHEET, PROFIT & LOSS STATEMENT AND STATEMENT OF APPROPRIATION OF RETAINED EARNINGS, ETC. FOR THE 44th FISCAL YEAR

Business Performance

We continued to deliver a strong financial performance despite difficult business environment in 2012. We generated record sales of KRW 201.10 trillion, up 22%, and our operating profit increased to KRW 29.05 trillion, up 86% from 2011. Our net income in 2012 was KRW 23.85 trillion, up 73% from 2011.

Driven by the solid earnings results, **our share price increased 44% from KRW 1,058,000 in the year-end 2011 to KRW 1,522,000 in 2012** and outperformed KOSPI, which increased 9% during the same period. According to the Interbrand, our brand value rose by 40% to USD 32.9 billion from 2011, and ranked ninth in their top 100 global brands list.

We have attached both K-IFRS consolidated and K-IFRS parent basis financial statements in this document for your reference.

- ※ Under the Korean commercial law, both consolidated-basis and parent-basis financial statements are to be approved at the annual general shareholders' meeting.

Capital Expenditures and R&D

In 2012, we executed KRW 22.8 trillion in capital expenditure, KRW 11.5 trillion in R&D, and KRW 13 trillion in Marketing. Amid continued macro-economic uncertainties, we are seeing changes in IT industry affecting our business. The consumer demands are shifting from traditionally dominant products, such as PC, to integrated mobile communication devices. In this period of transition, we need to be more cautious and flexible than ever when it comes to capital expenditures.

In this regard, we plan to execute our 2013 capital expenditure plan in a flexible manner with consideration of the global economy, the extent of demand recovery in the IT and supply/demand balance. If we see a healthy recovery of the IT Industry and increased demand from the market during the second half of 2013, we expect possible increase of capital investments, at the similar level of 2012, to strengthen our future competitiveness. In addition, we plan to continue to make significant investments in a broad range of R&D efforts to create a sustainable platform for growth through science and innovation. At the center of our R&D strategy, we will sustain or increase our investment in the future technologies that are leading dynamic transformation in the IT industry.

Dividend Payments

The total dividend per share in 2012 is KRW 8,000 for common shares and KRW 8,050 for preferred shares, including interim dividend of KRW 500 per share paid in July 2012. **We have increased our 2012 dividend per share by 45%**, and the total dividends for year 2012 will be KRW 1,207 billion (payout ratio: 5.1%).

We believe that in the long run, continuous growth and stable profit generation are essential in enhancing our shareholder value, we will continue to manage our business with a sound financial management to help offset certain pressures on the business. In the foreseeable future, many great opportunities exist for our company to grow leveraging technology, brand, and financial strength. Therefore, securing a strong financial position is an important priority for us. Accordingly, in terms of shareholder value, we think it will be more important for us to secure future competitiveness and sustainable growth through investing free cash flow in core and new businesses rather than increasing dividends.

【Dividend, Stock Price, and TSR over the Past Five Years】

(Unit: KRW billion)	'08	'09	'10	'11	'12
Net profit	5,890	9,761	16,147	13,759	23,845
Dividends	809	1,185	1,497	827	1,207
(Per common share, KRW)	(5,500)	(8,000)	(10,000)	(5,500)	(8,000)
Payout ratio	14%	12%	9%	6%	5.1%
Year-end stock price (KRW)	451,000	799,000	949,000	1,058,000	1,522,000
Dividend yield	1.2%	1.0%	1.1%	0.5%	0.5%
TSR (Total Shareholder Return)	-18%	79%	20%	12%	45%

※'08: K-GAAP (consolidated), '09 ~ '12: K-IFRS (consolidated)

※'TSR = ((Year-End Stock Price – Beginning Year Stock Price)+Dividend)/Beginning Year Stock Price

【Stock Price and EPS over the Past 5 Years】

(Unit: KRW)	2008	2009	2010	2011	2012
Stock Price	451,000	799,000	949,000	1,058,000	1,522,000
(Change)	(Δ19%)	(77%)	(19%)	(11%)	(44%)
EPS	37,684	64,888	105,992	89,073	154,020
(Change)	(Δ24%)	(72%)	(63%)	(Δ16%)	(73%)

AGENDA 2: APPOINTMENT OF DIRECTORS

The Board of Directors (the BOD) shall be composed of individuals who have demonstrated significant achievements in business, education, the professions and/or public service. The Board candidate should be of highest moral and ethical character and a strong sense of professionalism and commitment to serving the interests of the Company and the shareholders. The candidate should demonstrate dedication to serving the Board without presenting any conflict of interests to the Company's management and the shareholders.

The Independent Director Recommendation Committee (the Committee) assesses and nominates relevant candidates for Independent Directors to the Board and the BOD assesses and recommends relevant candidates for Executive Directors to the Board.

Director Nominations

Following the AGM in 2012, the Board was consisted of three executive directors and four independent directors. The independent directors constituted a majority of the BOD. Regretfully, our esteemed Director Mr. Dong-min Yoon, who actively participated in the BOD as a member of three committees, including the Audit Committee, passed away on February 7, 2013. Due to this unforeseen event, the BOD is currently composed of three independent directors and three executive directors.

In this AGM, we will appoint six directors to the Board. The proposed nomination of the Board members will increase the total Board members from seven to nine. The Board increased the size of the Board to enhance expertise and improve diversity of the Board. Despite this change, the Independent Directors maintained majority representation of the Board.

The BOD recommended the following candidates for Executive Directors:

- Mr. Sang-Hoon Lee, CFO and President of Corporate management Office (Newly nominated)
- Mr. Jong-Kyun Shin, President of IT&Mobile Communication (Newly nominated)
- Mr. Boo-Keun Yoon, President of Consumer Electronics (Newly nominated)

The Committee nominated the following candidates for Independent Directors:

- Dr. Eun-Mee Kim (Newly nominated)
- Mr. Kwang-Soo Song (Newly nominated)
- Mr. In-Ho Lee (Re-nominated)

Mr. In-ho Lee, re-nominated, and Mr. Kwang-Soo Song, newly nominated, candidates for the Independent Directors, have also been nominated for members of the Audit Committee.

Change to Voting Method

To ensure the fairness and the rights of shareholders, we have changed the voting method of the BOD in the following term. **We have eliminated the bundle voting of the Independent Directors and the Executive Directors, respectively, and shareholders will be allowed to vote on each individual nominees of the BOD as separate and distinct resolutions.**

AGENDA 2-1: APPOINTMENT OF INDEPENDENT DIRECTORS

The following candidates are nominated for Independent Director:

1. Mr. In-Ho Lee (re-nominated)

Mr. Lee has been a valuable member of our board since 2010. He brings 16 years of experience and expertise not only in global corporate finances but also in the area of financial risk management.

2. Mr. Kwang-Soo Song (newly nominated)

Mr. Song has been recommended by the Independent Director Recommendation Committee to fill vacancy in the BOD left by Mr. Dong-Min Yoon (Deceased 2013). We are experiencing increased legal risks and challenges as we are expanding our reach in the global market. We believe Mr. Song brings invaluable experience and expertise in law to the BOD.

3. Dr. Eun-Mee Kim (newly nominated)

Dr. Kim is a renowned expert on Corporate Citizenship and International Relations. We recognized our stakeholders expectations have increased over the years as we expand our operations around the world. Dr. Kim's expertise will help our company to improve our communication and engagement with various stakeholders. In addition, Dr. Eun-Mee Kim is the first female nominee for the Independent Director of the Board. We believe her unique background will strengthen our company's commitment to diversity.

The following table summarizes the proposed Independent Directors areas of expertise and qualifications.

[Table of Independent Director Nominees' Area of Expertise and Qualifications]

Nominee	Areas of Expertise	Qualifications
Mr. In-Ho Lee (Re-nominated)	Economy Business	Relevant experience in Finance Served as an Independent Director of Samsung Electronic since 2010
Mr. Kwang-Soo Song (Newly nominated)	Legal	Extensive experience in law
Dr. Eun-Mee Kim (Newly nominated)	Corporate citizenship International relations	Scholar of Sociology and International Relations Expertise in community development

The following section contains the names and biographical information of the three candidates for Independent Directors. The Board recommends a vote "FOR" the election of each of the following candidates.

[Figure 2-1. Profile of Independent Nominees]



Mr. In-Ho Lee
(Re-nominated)

Date of Birth: November 2, 1943

Mr. In-Ho Lee served as CEO of Shinhan Financial Group from 2005 to 2009. He was Vice Chairman of Shinhan Bank from 1999 to 2003. Prior to joining Shinhan Bank in 1982, he worked for Daegu Bank.

Mr. Lee holds B.A. degree in Economics from Yonsei University.



Mr. Kwang-Soo Song
(Newly nominated)

Date of Birth: January 4, 1950

Mr. Kwang-Soo Song is an advisor at Kim & Chang law office. Before joining the firm in 2007, Mr. Song was a Senior Prosecutor at Ministry of Justice from 2001 to 2002, Chief Prosecutor at Daegu High Prosecutors' office from 2002 to 2003, and Prosecutor General at Supreme Prosecutors' Office from 2003 to 2005.

Mr. Song received B.A. in Law from Seoul National University.



Dr. Eun-Mee Kim
(Newly-nominated)

Date of Birth: September 10, 1958

Dr. Eun-Mee Kim, is Dean and Professor of Graduate School of International Studies at Ewha Womans University. Prior to coming to Ehwa, she was a professor in the Department of Sociology at the University of Southern California from 1987 to 1997, and a Visiting Scholar at Harvard University and Brown University.

Dr. Kim earned B.A. in Sociology from Ewha Womans University and M.A. and Ph.D. in Sociology from Brown University.

AGENDA 2-2: APPOINTMENT OF EXECUTIVE DIRECTORS

The following candidates are nominated for Executive Director:

1. Mr. Boo- Keun Yoon, (Newly nominated)

Mr. Yoon, President of Consumer Electronics Business, led our TV business to number one in the industry. We expect Mr. Yoon to sustain continuous success in the next generation TV business, strengthen our market leadership, as well as bring the success DNA of TV business into DA business.

2. Mr. Jong-Kyun Shin (Newly nominated)


Mr. Shin, President of IT&Mobile Communication Business, made a great contribution to the outstanding business performance with the success of smart phones such as Galaxy series. We expect Mr. Shin to play a key role in succeeding continuous growth of smart phone business, enhancing global market leadership, as well as leading tablet, PC, and N/W businesses to top tier level going forward.

3. Mr. Sang-Hoon Lee (Newly nominated)

Mr. Lee, CFO and President of Corporate Management Office, will be replacing Mr. Juhwa Yoon, the former Board member and CFO. Mr. Lee's knowledge will be crucial to the Board in making important financial decisions as well as understanding BOD's needs and priorities, having already served as a Board member in 2009.

The following is the biographical information of the candidates for Executive Directors. The Board recommends a vote “FOR” the election of the following nominees.

[Figure 2-2. Profile of Independent Nominees]

	<p>Date of Birth: February 6, 1953</p> <p>Mr. Boo-Keun Yoon served as the Head of R&D Team of Visual Display Business from 2003 to 2007. He was the Head of Visual Display Business from 2007 to 2011. He served as the Head of Consumer Electronics Division from 2011 to 2012. He was appointed as the President and the Head of Consumer Electronics of Samsung Electronics in 2012.</p> <p>Mr. Yoon holds B.S. degree in Electronic Engineering from Hanyang University.</p>
<p>Mr. Boo-Keun Yoon (Newly nominated)</p>	



Mr. Jong-Kyun Shin
(Newly nominated)

Date of Birth: January 16, 1956

Mr. Jong-Kyun Shin served as the Head of R&D Team of Mobile Communications Business of Samsung Electronics from 2006 to 2009. He was the Head of Mobile Communication Business from 2009 to 2011, and Head of IT and Mobile Communications Division from 2011 to 2012. Mr. Shin was appointed as the President and Head of IT&Mobile Communications Business in 2012.

Mr. Shin holds B.S. degree in Electronic Engineering from Kwangwoon University.



Mr. Sang-Hoon Lee
(Newly nominated)

Date of Birth: June 15, 1955

Mr. Sang-Hoon Lee served as the Head of Strategy and Planning Office of Samsung Electronics from 2006 to 2008, and the Head of Corporate Management Support Team of Samsung Electronics from 2008 to 2010. He was the Head of Strategy Team 1 of Samsung Corporate Strategy Office of Samsung Group from 2010 to 2012. Mr. Lee was appointed as the President& CFO of Corporate Management Office of Samsung Electronics in 2012.

Mr. Lee holds B.A. in Economics from Kyungpook University.

AGENDA 2-3: APPOINTMENT OF MEMBERS OF AUDIT COMMITTEE

The Company's Audit Committee is a committee under the BOD that supervises and supports the management with an aim to enhance the company's value to the maximum through auditing. Currently, Audit Committee consists of three members, all of whom are Independent Directors

The following candidates are nominated for Audit Committee:

1. Mr. Kwang-Soo Song (Newly nominated)

The BOD recommends Mr. Kwang-Soo Song to fill a member vacancy in the Audit Committee. We expect Mr. Song to bring high standards of integrity and broad legal expertise to the Committee.

2. Mr. In-Ho Lee (Re-nominated)

The BOD recommends Mr. In-Ho Lee as a member of the Audit Committee. Mr. Lee has demonstrated his finance expertise and leadership as a member of the Audit Committee since 2010. We expect Mr. Lee to continue serving the Audit Committee with the high standards of excellence and commitment.

Please refer to figure 2-1 in page 8 for the detailed biographical information of the nominee for the Members of Audit Committee. The Board recommends a vote "FOR" the election of each of the candidate.

AGENDA 3: APPROVAL OF THE COMPENSATION CEILING FOR THE DIRECTORS

In October 2009, we established “Compensation Committee” fully comprised of Independent Directors to ensure the objectivity and transparency of decision making on director remuneration. The Committee is responsible for assessing the appropriateness of director compensation and reviews and approves the ceiling on director compensation to be submitted for resolution at the general meeting of shareholders.

※ Please note that there was a change in the company’s payment scheme of long-term incentives in 2010 as we informed last year.

44th Fiscal Year (2012)

Total limit on the remuneration for the 44th fiscal year was KRW 30 billion - KRW 22 billion for general compensation and KRW 8 billion for long-term incentives. The actual amount paid during the 44th fiscal year was KRW 16 billion – KRW 10 billion for general compensation and KRW 6 billion for long-term incentives.

45th Fiscal Year (2013)

Total limit on the remuneration for the 45th fiscal year is KRW 38 billion - KRW 30 billion for general compensation and KRW 8 billion for long-term incentives. The Compensation Committee took the following considerations in assessing the remuneration limit of general compensation for 2013:

- Total number of Executive Board members increased from three to four
- A retirement plan payment for Mr. Juhwa Yoon, the former CFO and BOD member
- A retirement plan payment reserve for possible resignations of BOD members,
- Reserve for outstanding performance incentives

Despite the increased limit to KRW 30 billion, **per member compensation remains at the similar level from that of the 44th fiscal year.** Based on the company’s payment scheme of long-term incentives, we allocated KRW 8 billion (25% of pre-approved amount in 2010) for this year’s total remuneration limit, keeping it at the same level as the previous year.

【Table of the limits on the remuneration for Directors】

(Unit: KRW)	'10 (42 nd)		'11 (43 rd)		'12 (44 th)		'13 (45 th)
	Approved	Executed	Approved	Executed	Approved	Executed	To be approved
General Compensation	22 billion	18.2 billion	22 billion	21.2 billion	22 billion	10 billion	30 billion
Long-term Incentive	30 billion	-	15 billion	11.7 billion	8 billion	6 billion	8 billion
Total	52 billion	18.2 billion	37 billion	32.9 billion	30 billion	16 billion	38 billion
Net Profit	16,1 trillion		13,8 trillion		23,8 trillion		-

※ The total remuneration amount for Independent Directors was KRW 354 million (Average of KRW 88 million per person).

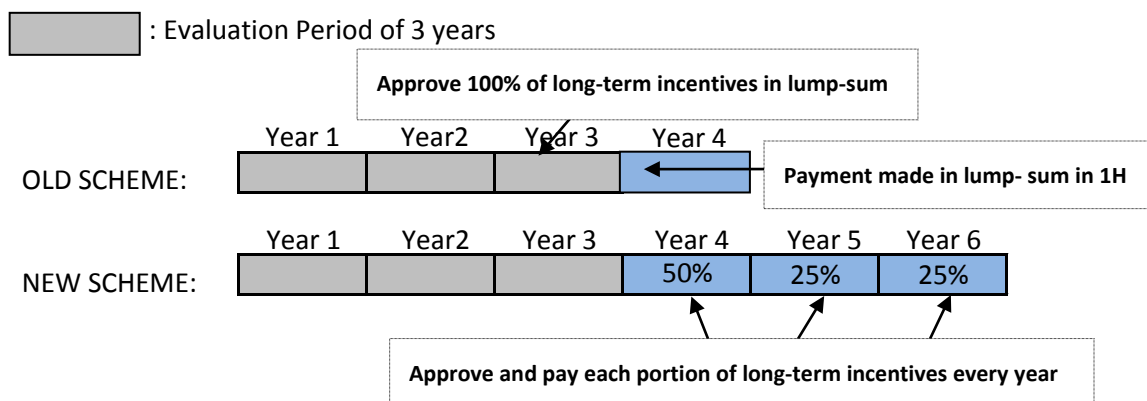
Change in Payment Scheme for Long-term Incentives (2010)

The Company adopted a "Long-Term Performance Incentive Plan" in 2005 and abolished the existing stock option program. Evaluation and payment have been made at a three-year interval (2007, 2010, etc.) However, in September 2010, the company changed the payment scheme of long-term incentives for Directors.

Under the old payment scheme, the evaluation were made at a three-year interval (2007, 2010, etc.), and the long-term incentives were approved at the third year of the three-year evaluation period in lump sum. And the actual payment of long-term incentives was made during the first half of the following year. However, under the new scheme, instead of approving a lump-sum amount at the third year of the three-year evaluation period, 50% of the three-year worth of long-term incentive amount will be approved and paid in the first year following the evaluation period, and the remaining 50% during the second and third years (25% each year) following the evaluation period.

The reason for the change was to enhance the management responsibility by deferring payment of long-term incentives. Under the new scheme, if any financial losses such as contingent liabilities are found afterwards, Directors' long-term incentives may be reduced accordingly.

< Comparison >



1.2 Attachments

① Notice of the Convening of the AGM

To Shareholders;

NOTICE OF THE CONVENING OF THE 44th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Thank you for your continuous interest and support.

Pursuant to Article 17 of the Articles of Incorporation, we hereby notify you of the convening of the 44th annual general meeting of shareholders as follows.

1. Date: March 15, 2013 (Friday) 09:00 a.m.
2. Place: Multifunctional Hall, 5F Samsung Electronics Bldg., 1320-10, Seocho-2-dong, Seocho-gu, Seoul
3. Report: 1. Audit Report 2. Business report
4. Agenda
 - Item No.1: Approval of Balance Sheet, Income Statement, and Statement of Appropriation of Retained Earnings (Draft) for the 44th Fiscal Year (January 1, 2012 ~ December 31, 2012)
 - Cash Dividends (including interim dividends of KRW 500)
Dividend per share: KRW 8,000 (Common)
KRW 8,050 (Preferred)
 - Item No. 2: Appointment of Directors
 1. Independent Directors
 - Agenda 2.1.1: In-Ho Lee (Re-nominated)
 - Agenda 2.1.2: Kwang-Soo Song (Newly nominated)
 - Agenda 2.1.3: Eun-Mee Kim (Newly nominated)
 2. Executive Directors
 - Agenda 2.2.1: Boo-Keun Yoon (Newly nominated)
 - Agenda 2.2.2: Jong-Kyun Shin (Newly nominated)
 - Agenda 2.2.3: Sang-Hoon Lee (Newly nominated)
 3. Audit Committee
 - Agenda 2.3.1: In-Ho Lee (Re-nominated)
 - Agenda 2.3.2: Kwang-Soo Song (Newly nominated)
 - Item No. 3: Approval of the Compensation Ceiling for the Directors

	45 th (2013)	44 th (2012)
General compensation	KRW 30 Billion	KRW 22 Billion
Long-term Incentives	KRW 8 Billion	KRW 8 Billion

SAMSUNG ELECTRONICS CO., LTD.

② Financial Statements

{ 44th fiscal year (January 1, 2012 ~ December 31, 2012)
 { 43rd fiscal year (January 1, 2011 ~ December 31, 2011)

□ Financial Statements for FY 2012 (K-IFRS, consolidated)

[Summary of Statement of Financial Position]

(Unit: Trillion Won, %)

Account Title	44 th Period	43 rd Period	Change
Current Assets	87.27	71.50	22%
Cash & Cash Equivalent	18.79	14.69	28%
Short-term Financial Instruments	17.40	11.53	51%
Short-term Available-for-Sale Securities	1.26	0.66	92%
A/R	23.86	21.88	9%
Inventories	17.75	15.72	13%
Others	8.21	7.02	17%
Non Current Assets	93.80	84.30	11%
Investment	14.61	12.82	14%
PP&E	68.48	62.04	10%
Intangible Assets	3.73	3.36	11%
Other Non Current Asset	6.98	6.08	15%
Total Assets	181.07	155.80	16%
Liabilities	59.59	54.49	9%
Debts	14.90	14.65	2%
Accounts and Notes Payable	9.49	10.28	△8%
Accrued Expenses	16.90	16.06	5%
Income Tax Payable	3.22	1.26	155%
Others	15.08	12.24	23%
Shareholders' Equity	121.48	101.31	20%
Total Liabilities & Shareholder's Equity	181.07	155.80	16%

[Summary of Income Statement]

(Unit: Trillion Won, %)

Account Title	44 th Period	43 rd Period	Change
Sales	201.10	165.00	22%
Cost of Goods Sold	126.65	112.15	13%
Gross Profit	74.45	52.86	41%
SG&A	45.40	37.21	22%
Operating Profit	29.05	15.64	86%
Non-operating Income/Loss	△0.02	0.64	-
Equity Method Gains/ Losses	0.99	1.40	△29%
Finance Incomes/ Expenses	△0.10	△0.49	-
Income before Income Taxes	29.92	17.19	74%
Income Taxes	6.07	3.43	77%
Net Income	23.85	13.76	73%

※ For your reference, the other operating income or loss category has been reclassified from operating profit to non-operating income or loss in compliance with the KIFRS revision in 2012

[Cash Flow Statement]

(Unit: Trillion Won)

Account Title	Current Period (44 th)		Previous Period (43 rd)	
Cash flow from Operating Activities				
- Net Income	23.85		13.76	
Net Cash Provided by Operating Activities		37.97		22.92
Cash flow from Investing Activities				
- Acquisition of property, plant & equipment	△22.97		△21.97	
Net Cash Used in Investing Activities		△31.32		△21.11
Cash flow from Financing Activities				
- Increase in Debt	0.54		3.76	
Net Cash Used in Financing Activities		△1.86		3.11
Net Increase/Decrease in Cash & Cash Equivalent		4.10		4.90
- Cash at Beginning of the Year		14.69		9.79
Cash at End of the Year		18.79		14.69

□ Financial Statements for FY 2012 (K-IFRS, parent)

[Summary of Statement of Financial Position]

(Unit: Trillion Won, %)

Account Title	44 th Period	43 rd Period	Change
Current Assets	43.95	39.50	11%
Cash & Cash Equivalent	2.27	2.72	△16%
Short-term Financial Instruments	13.40	11.27	19%
Short-term Available-for-Sale Securities	1.26	0.66	92%
Non Current Assets	89.31	78.10	14%
Associates and joint ventures	39.48	25.46	55%
PP&E	39.81	43.03	△7%
Other Non Current Asset	10.02	9.61	4%
Total Assets	133.26	117.60	13%
Current Liabilities	24.77	26.97	△8%
Non Current Liabilities	2.61	2.17	20%
Total Liabilities	27.38	29.14	△6%
Shareholders'Equity	105.89	88.46	20%
Total Liabilities & Shareholder's Equity	133.26	117.60	13%

[Summary of Income Statement]

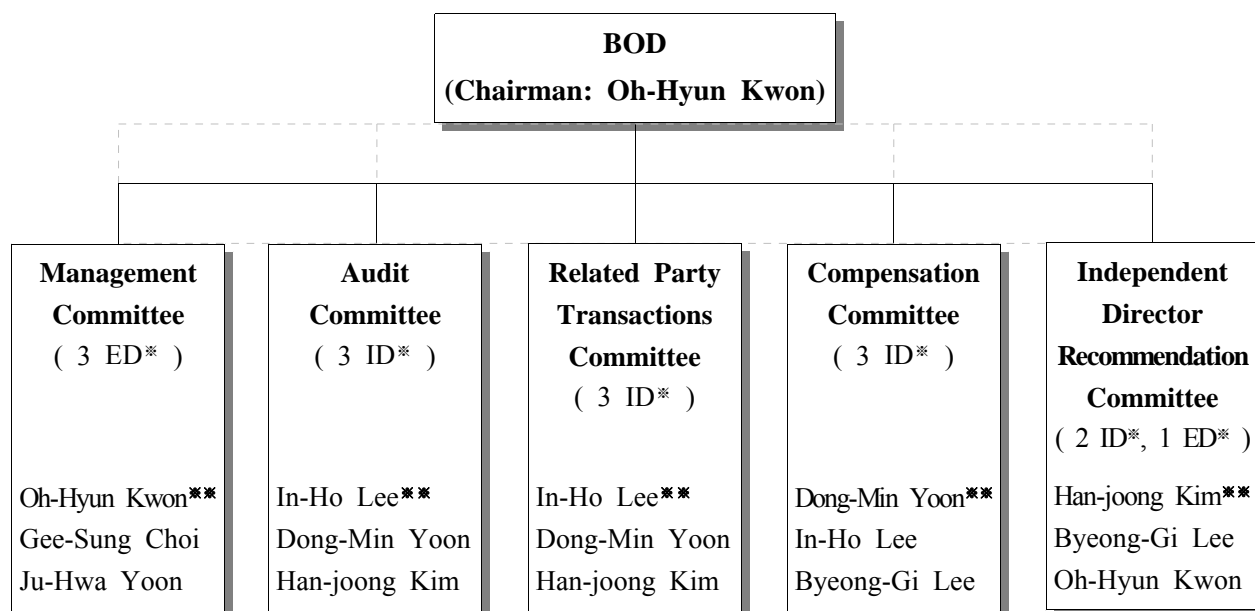
(Unit: Trillion Won, %)

Account Title	44 th Period	43 rd Period	Change
Sales	141.21	120.82	17%
Cost of Goods Sold	99.43	90.41	10%
Gross Profit	41.77	30.41	37%
SG&A	23.26	20.65	13%
Operating Profit	18.51	9.76	90%
Non-operating Income/Loss	2.24	1.97	14%
Finance Incomes/ Expenses	△0.002	△0.21	-
Income before Income Taxes	20.75	11.52	80%
Income Taxes	3.35	1.47	128%
Net Income	17.40	10.05	73%

③ Composition of the BOD and the Board Committees

□ Status as of February 2013

- The BOD Membership: 7 Directors
 - 3 Executive Directors
 - : Oh-Hyun Kwon, Gee-Sung Choi, Ju-Hwa Yoon
 - 4 Independent Directors
 - : Dong-Min Yoon, In-Ho Lee, Han-joong Kim, Byeong-Gi Lee
- The Board Committees



※ ED = Executive Directors, ID = Independent Directors

※※ Head of the Committee

□ 2013 plan

- The BOD membership: 9 Directors
 - 4 Executive Directors
 - : Oh-Hyun Kwon, Boo-Keun Yoon, Jong-Kyun Shin, Sang-Hoon Lee
 - 5 Independent Directors
 - : In-Ho Lee, Han-joong Kim, Byeong-Gi Lee, Kwang-Soo Song, Eun-Mee Kim
- Composition of the Board Committees will be decided after AGM.

④ Profiles of BOD Members

1. Executives

Oh-Hyun Kwon (Date of birth: 1952.10.15)

Education	Career
1975: B.A. in Electrical Engineering, Seoul National University 1985: PhD in Electrical Engineering, Stanford University	1995~1997: Vice President of Memory Division 1997~1998: Vice President of System LSI Business 1998~2000: Senior Vice President of System LSI Business 2000~2004: Executive Vice President of System LSI R&D Division 2004~2008: President of System LSI Business 2008~2011: President of Semiconductor Business 2011~ : Vice Chairman of Device Solutions

Boo-Keun Yoon (Newly-nominated, Date of birth: 1953.2.6)

Education	Career
1979: B.S in Electronic Engineering, Hanyang University	2003~2007: Head, R&D Team, Visual Display Division 2007~2011: Head, Visual Display Division 2011~2012: Head, Consumer Electronics Division 2012~ : President & Head, Consumer Electronics

Jong-Kyun Shin (Newly-nominated, Date of birth: 1956.1.16)

Education	Career
1981: B.S in Electronic Engineering, Kwangwoon University	2006~2009: Head, R&D Team, Mobile Communications Business 2009~2011: Head, Mobile Communications Business 2011~2012: Head, IT & Mobile Communications Division 2012~ : President & Head, IT & Mobile Communications

Sang-Hoon Lee (Newly-nominated, Date of birth: 1955.6.15)

Education	Career
1982: B.A in Economics, Kyungpook National University	2006~2008: Strategy & Planning Office 2008~2010: Head, Corporate Management Support Team 2010~2012: Head, Strategy Team1, Samsung Corporate Strategy Office 2012~ : President & CFO, Corporate Management Office

2. Independent

In-Ho Lee (Date of birth: 1943.11.2)

Education	Career
1967: B.A. in Economics, Yonsei University	1991~1999: Director & Deputy President (Executive Vice President), Shinhan Bank 1999~2003: President and Chief Executive Officer, Shinhan Bank 2005~2009: Chief Executive Officer, Shinhan Financial Group 2009~ : Corporate Advisor, Shinhan Bank

Han-Joong Kim (Date of birth: 1948.11.2)

Education	Career
1974: M.D College of Medicine, Yonsei University 1984: PhD in Public Health, Seoul National University Graduate School	1982~ : Professor, Department of Preventive Medicine & Public Health, Yonsei University 2006~2008: Chairman, Board of Directors, The Korean Society for Preventive Medicine 2008~2012: President, Yonsei University 2008~2012: Director, Korea Council for University Education (KCUE) 2010~2012: President, Korea University Sports Federation (KUSF)

Byeong-Gi Lee (Date of birth: 1951.5.12)

Education	Career
1974: B.A. in Electronics Engineering, Seoul National University 1982: PhD in Electrical Engineering, University of California, Los Angeles	1984~1986: Worked for AT&T Bell Laboratories, North Andover, MA 1986~ : Professor, Department of Electronics Engineering, Seoul National University 2000~2002: Vice Chancellor, Research Affairs, Seoul National University 2003~2004: President, Korea Society of Engineering Education (KSEE) 2007 : President, Korea Information and Communication Society 2008~2010: Commissioner, Korea Communications Commission (KCC) 2010~2011: President, IEEE Communications Society

Kwang-Soo Song (Newly-nominated, Date of birth: 1950.1.4)

Education	Career
1971: B.A. in Law, Seoul National University	2001~2002: Senior Prosecutor, Director of Prosecution Bureau, Ministry of Justice 2002~2003: Chief Prosecutor, Daegu High Prosecutors' Office 2003~2005: Prosecutor General, Supreme Prosecutors' Office 2007~ : Advisor, Kim & Chang Law Office

Eun-Mee Kim (Newly-nominated, Date of birth: 1958.9.10)

Education	Career
1981: B.A. in Sociology, Ewha Womans University 1983: M.A. in Sociology, Brown University 1987: PhD in Sociology, Brown University	1987~1997: Professor, Department of Sociology, University of Southern California 1994~1994: Visiting Scholar, Harvard University 2003~2004: Visiting Scholar, Brown University 2005~2007: Dean, Graduate School of International Studies, Ewha Womans University 2011~2012: President, Korea Association of International Development and Cooperation(KAIDEC) 1997~ : Professor, Graduate School of International Studies, Ewha Womans University 2011~ : Dean, Graduate School of International Studies, Ewha Womans University

⑤ Shares & Stock Option Holdings of BOD Members

(Unit: Share)					
	Name	Status	Since	Shares	Stock Options
Executive Directors	Oh-Hyun Kwon		Mar-12	5,500	0
	Boo-Keun Yoon	New Nominee	Mar-13	0	0
	Jong-Kyun Shin	New Nominee	Mar-13	0	0
	Sang-Hoon Lee	New Nominee	Mar-13	1,473	0
	Gee-Sung Choi	Resign	Mar-09	6,400	0
	Ju-Hwa Yoon	Resign	Mar-09	6,500	0
Independent Directors	In-Ho Lee	Re-nominated	Mar-10	0	0
	Han-Joong Kim		Mar-12	0	0
	Byeong-Gi Lee		Mar-12	0	0
	Kwang-Soo Song	New Nominee	Mar-13	0	0
	Eun-Mee Kim	New Nominee	Mar-13	0	0
	Dong-Min Yoon	Deceased	Mar-06	0	0

※ Shares and Stock options are As of December 31, 2012

⑥ Remuneration of Independent Directors

(unit : Million KRW)

Duration	Category	Total amount	Average amount (per person)
'12. 1. ~ '12. 12	4 Independent Directors	354	88

⑦ Activities of Independent Directors

[Attendance & Voting on BOD Agenda (March 2012 ~ February 2013)]

No.	Date	Agenda <i>(Attendance)</i>	DM Yoon ¹⁾	IH Lee ¹⁾	HJ Kim ¹⁾	BG Lee ¹⁾
			<i>(70%)</i>	<i>(100%)</i>	<i>(100%)</i>	<i>(100%)</i>
			* Voting : For / Against			
1	Mar.16 2012	① Appointment of Representative Director and assignment of Director duties ② Appointment of '12 committee members ③ Appointment of Fair Trade Compliance Manager ④ Disposal of treasury shares	Not Present	For For For	For For For	For For For
2	Apr.02 2012	① Report and announcement on completion of LCD business spin-off ② Report and announcement on completion of merger with Samsung LED ③ Renewal of '12 D&O liability insurance ④ Donation to Samsung Foundation ⑤ Memory FAB investment in China	For For For For	For For For For	For For For For	For For For For
3	Apr.27 2012	① Approval of 1Q12 financial statements and business report ② Acquisition of Samsung Corp.'s stake in SJC and SAPL ③ Amendment of BOD and BOD committee regulations ④ Legislation of compliance regulation standards ⑤ Approval of large-scale goods & services transactions ⑥ Exercise of voting rights related to merger among Samsung Display Corporation, S-LCD Corporation, and Samsung Mobile Display	For For For For	For For For For	For For For For	For For For For
4	Jun.08 2012	① Appointment of Representative Director and assignment of Director duties	For	For	For	For
5	Jun.25 2012	① Approval of CEO Oh-Hyun Kwon's concurrent position as a Director in Samsung Display ② Donation to Samsung Foundation ③ Stake acquisition in SEHF Korea ④ Renewal of umbrella liability insurance policy for 2012 in North America	For For For	For For For	For For For	For For For
6	Jul.27 2012	① Approval of 44th 1H12 financial statements and business report and interim dividends ② Extension of a ceiling on beneficiary certificate transactions ③ Purchase of property and casualty insurance policy	For For For	For For For	For For For	For For For

¹⁾ DM Yoon: Dong-Min Yoon, IH Lee: In-Ho Lee, HJ Kim: Han-Joong Kim, BG Lee: Byeong-Gi Lee

No.	Date	Agenda	DM Yoon ¹⁾	IH Lee ¹⁾	HJ Kim ¹⁾	BG Lee ¹⁾
		(Attendance)	(70%)	(100%)	(100%)	(100%)
			* Voting : For / Against			
7	Sep.13 2012	① Decision on merger with SEHF Korea ② Donation to Sungkyunkwan University ③ Facility development contract with Samsung Display	For For For	For For For	For For For	For For For
8	Oct.26 2012	① Approval of 3Q12 financial statements and quarterly report ② Approval of merger with SEHF Korea ③ Donation ④ Share transfer contract with ID (Intellectual Discovery) ⑤ Facility rental contract with Samsung Display ⑥ Real estate rental from Samsung Life Insurance	Not Present	For For For For For	For For For For For	For For For For For
9	Dec.03 2012	① Report and announcement of merger completion with SEHF Korea ② Payment of retirement pensions to Samsung Life ③ Approval of transactions with affiliate persons ④ Establishment of and revision to executive-related regulations	Not Present	For For For	For For For	For For For
10	Jan.25 2013	① Approval of '12 (44th) financial statements and business report ② Approval of '13 annual business plan ③ Appointment of members of Independent Director Recommendation Committee	For For For	For For For	For For For	For For For
11	Feb.15 2013	① Convening of the 44th Annual General Meeting (AGM) of shareholders ② Decision of AGM agenda items * Item No.1: Approval of FY 2012 balance sheet, income statement, and statement of appropriation of retained earnings, etc. (From Jan.1, 2012 to Dec.31, 2012) * Item No.2: Approval of the remuneration ceiling for the directors	Deceased	-	-	-

¹⁾ DM Yoon: Dong-Min Yoon, IH Lee: In-Ho Lee, HJ Kim: Han-Joong Kim, BG Lee: Byeong-Gi Lee

[Committee Participation of Independent Directors]

Audit Committee

(Members: In-Ho Lee, Dong-Min Yoon, Han-Joong Kim)

Date	Agenda
Apr. 26 2012	① Appointment of Audit Committee head (Chairman: In-Ho Lee) ② 1Q 2012 financial statements and business report ③ 1Q 2012 non-audit service contracts
Jul. 26 2012	① 1H 2012 financial statement and business report ② 2Q 2012 non-audit service contracts ③ 1H 2012 audit results
Oct. 25 2012	① 3Q 2012 financial statement and business report ② 3Q 2012 non-audit service contracts
Jan. 24 2013	① 44th financial statements and annual reports ② FY 2012 internal accounting management system ③ 4Q12 non-audit service contracts ④ FY 2012 audit results
Feb. 15 2013	① Review of the 44th AGM agenda ② Report on '12 internal compliance activities

Compensation Committee

(Members: Dong-Min Yoon, In-Ho Lee, Byeong-Gi Lee)

Date	Agenda
Apr. 27 2012	① Appointment of Compensation Committee head (Chairman: Dong-Min Yoon)
Feb. 14 2013	① Assessment of the remuneration ceiling for the directors

Independent Director Recommendation Committee

(Members: Han-Joong Kim, Byeong-Gi Lee, Oh-Hyun Kwon)

Date	Agenda
Jan. 25 2013	① Deadline for recommendation of independent director candidates
Feb. 14 2013	① Recommendation of independent director candidates (Chairman: Han-Joong Kim)

□ Related Party Transactions Committee

(Members: In-Ho Lee, Dong-Min Yoon, Han-Joong Kim)

Date	Agenda
Apr. 2 2012	① Prior review on large-scale related party transactions a. Renewal of D&O liability insurance for 2012 b. Donation to Samsung Foundation
Apr. 26 2012	① Appointment of Related Parties Transaction Committee head (Chairman: In-Ho Lee) ② Prior review on large-scale related party transactions a. Acquisition of Samsung Corp.'s stake in SJC and SAPL b. Approval of large-scale goods & services transactions ③ 1Q12 related party transactions and review results
Jun. 25 2012	① Prior review on large-scale related party transactions a. Donation to Samsung Foundation b. Stake acquisition in SEHF Korea c. Renewal of umbrella liability insurance policy for 2012 in North America
Jul. 26 2012	① Prior review on large-scale related party transactions a. Extension of a ceiling on beneficiary certificate transactions b. Purchase of property and casualty insurance policy ② 2Q12 related party transactions and review results
Sep. 13 2012	① Prior review on large-scale related party transactions a. Donation to Sungkyunkwan University
Oct. 25 2012	① Prior review on large-scale related party transactions a. Real estate rental from Samsung Life insurance b. Donation ② 3Q12 related party transactions and review results
Dec. 3 2012	① Prior review on large-scale related party transactions a. Payment of retirement pensions to Samsung Life b. Approval of transactions with affiliate persons
Jan. 24 2013	① Report item: 4Q12 related party transactions and review results

[BOD Meeting Attendance ('10~'12)]

Accumulated attendance (3yrs)

	Name	2010 (9)	2011 (10)	2012 (11)	Total (30)		
		Attended	Attended	Attended	Meeting	Attended	%
Executive Directors	Oh-Hyun Kwon	-	-	11	11	11	100%
	Gee-Sung Choi	9	10	11	30	30	100%
	Ju-Hwa Yoon	9	10	11	30	29	97%
Independent Directors	Dong-Min Yoon	7	10	7	29	24	83%
	Han-Joong Kim	-	-	11	11	11	100%
	Byeong-Gi Lee	-	-	11	11	11	100%
	In-Ho Lee	9	10	11	30	30	100%

- Mr.Oh-Hyun Kwon, Mr.Han-Joong Kim, and Mr.Byeong-Gi Lee were assigned in March 2012
- Mr.Dong-Min Yoon's position became vacant due to his sudden death on February 7, 2013

Year 2012 (March '12 ~ February '13): 11 BOD meetings

	Name	3/16	4/2	4/27	6/8	6/25	7/27	9/13	10/26	12/3	1/25	2/15	Total
Executive Directors	Oh-Hyun Kwon	○	○	○	○	○	○	○	○	○	○	○	11
	Gee-Sung Choi	○	○	○	○	○	○	○	○	○	○	○	11
	Ju-Hwa Yoon	○	○	○	○	○	○	○	○	○	○	X	10
Independent Directors	Dong-Min Yoon	X	○	○	○	○	○	○	X	X	○	-	7
	Han-Joong Kim	○	○	○	○	○	○	○	○	○	○	○	11
	Byeong-Gi Lee	○	○	○	○	○	○	○	○	○	○	○	11
	In-Ho Lee	○	○	○	○	○	○	○	○	○	○	○	11
Total	7 Members	6	7	7	7	7	7	7	6	6	7	5	

Year 2011 (March '11 ~ February '12): 10 BOD meetings

	Name	3/18	4/29	5/27	7/28	9/15	10/28	12/2	12/26	1/27	2/20	Total
Executive Directors	Gee-Sung Choi	○	○	○	○	○	○	○	○	○	○	10
	Yoon-Woo Lee	○	X	○	○	○	○	○	X	○	○	8
	Ju-Hwa Yoon	○	○	○	○	○	○	○	○	○	○	10
Independent Directors	Dong-Min Yoon	○	○	○	○	○	○	○	○	○	○	10
	Chae-Woong Lee	○	○	○	○	○	X	○	○	○	○	9
	Oh-Soo Park	○	○	○	○	○	○	○	○	○	○	10
	In-Ho Lee	○	○	○	○	○	○	○	○	○	○	10
Total	7 Members	7	6	7	7	7	6	7	6	7	7	

Year 2010 (March '10 ~ February '11): 9 BOD meetings

	Name	3/22	4/1	4/30	7/30	9/17	10/29	1/3	1/28	2/22	Total
Executive Directors	Gee-Sung Choi	○	○	○	○	○	○	○	○	○	9
	Yoon-Woo Lee	○	○	○	○	○	○	○	○	X	8
	Ju-Hwa Yoon	○	○	○	○	○	○	○	○	○	9
Independent Directors	Dong-Min Yoon	○	○	○	X	○	X	○	○	○	7
	Chae-Woong Lee	○	○	○	○	○	○	○	○	○	9
	Oh-Soo Park	○	○	○	○	○	○	○	○	○	9
	In-Ho Lee	○	○	○	○	○	○	○	○	○	9
Total	7 Members	7	7	7	6	7	6	7	7	6	