

# Regulations of the Internal Transaction Committee of Hanwha Corporation

## CHAPTER 1. GENERAL PROVISIONS

### Article 1. Purpose

The purpose of these Regulations is to set forth the matters necessary for the efficient operation of the Internal Transaction Committee (hereinafter referred to as “the Committee”).

### Article 2. Scope of Application

Any matters related to the Committee shall be subject to the provisions of these Regulations unless otherwise specified by applicable laws and regulations, the Articles of Incorporation, or the Regulations of the Board of Directors.

### Article 3. Authority

The Committee shall review and approve insider transactions and relevant transactions stated in the Monopoly Regulation and Fair Trade Act.

### Article 4. Composition

1. The member(s) of the committee (hereafter referred to as ‘member(s)’) shall be appointed and dismissed by the Board of Directors.
2. The Committee shall be composed of three (3) or more independent directors and the number of independent directors shall be more than two-thirds (2/3) of the total number of members.
3. The term of office of the members is one year, and they may be reappointed.
4. If, due to reasons such as resignation or death of a member, the required number under paragraph 2 is not satisfied, the Committee shall appoint another independent director within the Board of Directors for the position, and if there is no available independent director, the requirements shall be met at the first General Meeting of Shareholders, to be hosted following the relevant event; provided, however, if the resolution requirements are not met, a new independent director shall be appointed through the General Meeting of Shareholders, without any delay.

### Article 5. Committee Chair

1. The Committee shall elect, from among the independent directors, one chairperson to represent the Committee.
2. The Committee Chair shall govern overall affairs of the Committee, and may delegate tasks to different members for the efficient operation of the Committee.
3. In the event the Committee Chair cannot preside over a meeting due to disease or overseas travel, etc., a member designated by the Committee through the method set forth in paragraph 1 shall serve as the acting Chair.

## CHAPTER 2. MEETINGS

### Article 6. Type of meetings

1. The meetings of the Committee are made up of regular and extraordinary meetings.
2. The regular meeting of the Committee shall be held once every quarter.
3. The extraordinary meeting of the Committee shall be convened as deemed necessary.

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### Article 7. Authority to Convene

1. The Chair shall convene the meetings of the Committee. In the event the Chair cannot perform his/her duties due to an accident, the eldest member of the Committee shall convene the meeting.
2. Any member may request the Chair to convene a meeting by presenting an agenda and reason to convene. Where the Chair refuses to convene a meeting without good cause, the member who made the initial request may convene a meeting of the Committee.

### Article 8. Process for Convening a Meeting

1. When convening a Committee meeting, a meeting date shall be decided before a meeting is called, and a notice by mail, FAX or phone, etc. shall be given to each member three (3) days prior to the meeting date.
2. The Chairman can convene a Committee meeting at any time without this notification process set forth in paragraph 1 if all members consent.

### Article 9. Submission of Agenda

1. The proposed agenda items and the reasons for the proposals shall be prepared by the respective departments and submitted to the secretary of the Committee up to one (1) week before the Committee meeting.
2. The Committee secretary shall review the submitted proposed agenda, and send it to the Committee for deliberation.

### Article 10. Method of Resolution

1. A resolution of the Committee shall be adopted by the affirmative vote of a majority of the members present at such meeting where a majority of the total number of members are present. In such a case, the Committee may allow all or part of the members to participate in the resolution of the Committee meeting without being physically present by means of a communication system by which they may receive and transmit live audio communication, and any member participating in a Committee meeting in the above manner shall be deemed to be present in person at such a meeting.
2. A member having special interests in relation to the resolution of the Committee shall not exercise his/her voting right. In such a case, the number of votes of the member who shall not exercise his/her vote shall not be included when calculating the number of votes of the members present.

### Article 11. Matters for Resolution

Matters to be submitted to the Committee for resolution are as follows:

1. When trading with an affiliated person under the Monopoly Regulation and Fair Trade Act as a counterpart, or when trading funds, securities, or assets for an affiliated person, in which the trading price is equal to or exceeds five hundredth (5/100) of the larger of a company's total capital or capital stock, or eight billion (8,000,000,000) Korean Won
2. Transactions for goods or services with, or for the benefit of, an affiliated company in which the same person or relatives of the same person have made an equity investment under the Monopoly Regulation and Fair Trade Act, where the aggregate amount of such transactions to be conducted during a quarter is at least five hundredth (5/100) of the greater of total equity or capital, or at least ten billion (10,000,000,000) Korean Won
3. Of the trading that had been approved by the Committee as set forth in paragraphs 1 and 2 above, when major changes occur, such as changes in trading objectives, trading counterpart, trading price, or when the trading price increases by more than 20% than what was initially approved of by the Committee.

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### Article 12 Attendance of Parties Concerned

The Committee may, if deemed necessary, request the attendance of the Company's officers or employees or external personnel in the meetings to hear their opinions, and seek counsel from an expert at the Company's expense.

### Article 13. Minutes

1. The Committee shall prepare minutes with regards to the proceedings of the Committee meeting.
2. The agenda items, summary of the proceedings, and the outcomes thereof, and the objectors and grounds for their objection shall be entered in the minutes, and the members present at the meeting shall write their names, and affix their seals or signatures, thereon.

### Article 14. Reporting

The Committee shall report all resolutions from the meeting to each of the directors.

### Article 15. Secretary

1. The Committee shall appoint a secretary.
2. The secretary shall tend to administrative matters of the Committee following the orders of the Committee Chair.

### Article 16. Revision or Deletion of the Regulations

Revision or deletion of these Regulations shall be determined by the resolution of the Board of Directors.

## ADDENDA

### Article 1. Enforcement Date

These regulations shall come into effect as of December 18<sup>th</sup>, 2006.

### Article 2. Enforcement Date

These regulations shall come into effect as of June 24<sup>th</sup>, 2009.

### Article 3. Enforcement Date

These regulations shall come into effect as of December 22<sup>nd</sup>, 2010.

### Article 4. Enforcement Date

These regulations shall come into effect as of February 6<sup>th</sup>, 2012.

### Article 5. Enforcement Date

These regulations shall come into effect as of July 25<sup>th</sup>, 2012.

### Article 6. Enforcement Date

These regulations shall come into effect as of January 1<sup>st</sup>, 2019.

### Article 7. Enforcement Date

These regulations shall come into effect as of January 1<sup>st</sup>, 2024.

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### Article 8 Transitional Measures concerning Independent Directors

The amended provisions of Articles 4 and 5 shall come into effect on July 23<sup>rd</sup>, 2026.