

2024 Corporate Governance Report

Samsung C&T Corporation

Samsung C&T has prepared the Corporate Governance Report to enhance the understanding of investors about the Company's governance as per Article 24-2 of the Securities Market Disclosure Regulations. The information on corporate governance is summarized or described as of December 31, 2024, in this report. In case there are changes as of the date of submission of the report, the changes are separately indicated. The list of activities related to corporate governance in this report is based on the period of time that is subject to disclosure (January 1, 2024 – December 31, 2024). If the guidelines state different time periods as the basis of some items or lists, the stated time periods will be followed.

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I**Overview****1. Company Name: Samsung C&T Corporation****2. Public disclosure term and report completion date**

- Start date of public disclosure period: January 1, 2024
- End date of public disclosure period: December 31, 2024
- Report completion date: April 30, 2025

2-1. Fiscal years

	Current year	Prior year	Year before last
Start of FY	January 1, 2024	January 1, 2023	January 1, 2022
End of FY	December 31, 2024	December 31, 2023	December 31, 2022

3. Person in Charge (Public disclosure)

Primary	Secondary
Name : Hyoungwook Kim Title : Vice President Team : Corporate Management Team Phone number : 02-2145-2054 E-mail : vida24@samsung.com	Name : Jung Hyun Hong Title : Pro Team : Corporate Management Team Phone number : 02-2145-2094 E-mail : jh75.hong@samsung.com

4. <Table 1-0-0 : Company Overview>

Major Shareholder and Related Parties	Jae Yong Lee & 12 shareholders	Equity Ratio of Major Shareholder and Related Parties	34.45%
		Minority Shareholder Equity Ratio	41.47%
Industry (Financial / Non-Financial)	Non-financial	Major Products	Other professional wholesale business
Business Group as per Definition in Fair Trade Act (Yes/No)	Yes	Applicability to Public Service Management Act (Yes/No)	No
Name of Business Group	Samsung		
Financials (KRW 1 million)			
	2024	2023	2022
Consolidated Revenue	42,103,238	41,895,681	43,161,653
Consolidated Operating Profit	2,983,397	2,870,174	2,528,524
Consolidated Profit from Continuing Operations	2,772,012	2,719,106	2,544,957
Consolidated Net Profit	61,990,427	66,127,029	58,981,492
Consolidated Assets	41,320,881	47,037,555	39,636,330

5. Governance key indices compliance status

(Compliance rate : 87%)

Key Indices	Compliance		Notes
	Current disclosure period	Previous disclosure period	
Convocation announcement 4 weeks prior to AGM	○	○	Public disclosure on Feb. 12th (4 weeks prior)
Electronic Voting	○	○	Implemented starting AGM held in Mar. 2020
Holding AGM avoiding popular meeting dates	○	○	Held on Mar. 14th
Predictability of cash dividend	X	X	-
Announcing the dividend policy and dividend payout plan at least once a year to the shareholders	○	○	Established and disclosed the 3-year shareholder return policy for FY2023-2025
Establishing and operating CEO succession policy	○	○	Has established and operated CEO succession policy
Establishing and operating internal control policy including risk management	○	○	Operating risk management, compliance business operation, internal accounting control, public disclosure management, etc.
Whether the Board chair is an independent director	○	○	Appointed an independent director as Chairman of the Board (Since 2021~)
Cumulative voting policy	X	X	-
Policy to prevent appointing an executive who has a history of damaging the corporate value or violating the shareholder rights	○	○	Established policies such as business principle and executives compensation rules
Board gender diversity	○	○	One female director
Independent internal audit department (Internal audit duties assistance team)	○	○	Established Management Advisory Team under Audit Committee
Accounting or finance expert within the internal audit body	○	○	Director Joong Kyung Choi/Janice Lee
Whether the internal audit body holds at least one meeting per quarter with the external auditors without the participation of management	○	○	Quarterly meetings being held (January, April, July, and October)
Whether the internal audit body access the material business information	○	○	Article 15 and 16 of Audit Committee Code

II

Corporate Governance

1. Principles and Policies

A. Provide a detailed overall explanation of the company's corporate governance-related policy operation direction and key considerations

Samsung C&T, in accordance with its Corporate Governance Charter, aims to be a respected and trusted company at home and abroad under the management philosophy of contributing to human society by creating the best products and services using its human resources and technology. To this end, it strives to protect the rights of shareholders and fulfill its social responsibility to stakeholders including customers, employees, and partner companies. The Company seeks to achieve sustainable growth through transparent and responsible management led by an independent Board of Directors.

① Transparency of Corporate Governance

Samsung C&T has established a transparent governance system with the Board of Directors at the center and has conducted board-centric management in accordance with the Corporate Governance Charter, relevant laws and regulations, the Articles of Incorporation and the regulations governing the Board and the committees. The Company continues to improve its governance structure by referring to global standards and ESG best practices.

② Independence of the Board

Independent directors, who are independent from the Company and have no special transactions with the Company, account for the majority of the Board of Directors, providing check and balance to company management. The Board is comprised of members who are equipped with expertise and experiences in various global business areas, such as business management, economics, accounting, law, ESG, etc.

③ Corporate Social Responsibility

The Company acknowledges that fulfilling social responsibility to its many stakeholders is key to realizing sustainable management, and strives to uphold environmental and social values in relation to the environment, human rights, safety, co-prosperity, compliance, etc. through the initiative of the Board of Directors.

B. Explain any unique governance characteristics of the company.

① Independent Directors

The Board of Directors is the highest decision-making body of the Company that reviews and approves matters delegated through the General Shareholders Meeting and matters of importance with regards to executing the management strategy and principles of the Company. To enhance the independence of the Board, the Company ensures that the majority of its members are independent directors, in addition to the implementation of further measures, such as the separation of Chairman of the Board and CEOs (2018), the adoption of the lead independent director system (2020), and the appointment of an independent director as Chairman of the Board (March 2021).

Also, with the exception of the Management Committee, the chairpersons and members of all Board committees are independent directors to maintain their independence from the Company management.

② Board Committees

To ensure the expertise and efficiency of its operations, the Board installs and operates committees dedicated to each area, to which it delegates some authorities. There are currently 5 committees within the Board: Management Committee, Audit Committee, Independent Director Recommendation Committee, Compensation Committee, and ESG Committee.

In particular, the Management Advisory Team, the Company's internal auditing body, was placed under the Audit Committee to enable independent accounting and work audits. Moreover, the Governance Committee was expanded and reorganized as the ESG Committee in March 2021 to not only

enhance the shareholder value, but also strengthen the board-centric ESG management of the Company with the participation of all independent directors. Furthermore, in March 2021, the Governance Committee was expanded into ESG Committee and in April 2022, the Related Party Transaction Committee was merged into the ESG Committee, of which all independent directors are members, in order to strengthen deliberation on the related party transactions.

Meanwhile, Samsung C&T's committee chairpersons and members are selected with consideration of the areas of expertise and experience of independent directors in order to enhance the expertise of each committee. Accordingly, the chairpersons of the committees are: Director Joong Kyung Choi, an administration and accounting expert for the Audit Committee; Director Byung Suk Chung, an expert of employment and labor policies, for the ESG Committee and Independent Director Recommendation Committee; Director Janice Lee, an industry and accounting/finance expert, for the Compensation Committee.

③ Protection of Shareholder Rights

The Company appoints Shareholder Advocate in the ESG Committee to enhance the communication between external stakeholders and the Board. The Shareholder Advocate works to create policies and activities for protecting shareholder rights through various means, such as delivering meaningful suggestions to the Board and the ESG Committee after meeting with key shareholders, investors and financial institutions at home and abroad.

2. Shareholders

(Key Principle 1) Shareholders' rights

▪ Shareholders should receive sufficient and necessary information in a timely manner prior to exercising their rights, and should be able to exercise their rights through appropriate procedures.

(Sub-principle 1-①) The Company should provide sufficient information about the General Shareholders Meeting well in advance of the meeting. The information should include the date, venue, agenda, etc.

Samsung C&T has been providing general information, including the date, venue, and list of agenda items, to the shareholders 4 weeks or more prior to the General Shareholders Meeting once the decision of convocation of the AGM is made by the Board.

A. Explain the overall process of providing information related to the general shareholders' meeting, including the date, location, and agenda of the general shareholders' meeting held in between the start of the disclosure period to the date of report submission.

The Company provides general information, including the date, venue, and list of agenda items, to the shareholders 4 weeks prior to the General Shareholders Meeting. Details concerning General Shareholders Meetings held in the past 3 years are as the table 1-1-1.

In order to guarantee legitimate shareholder rights, the Company is making commitments to provide information related to the General Shareholders Meeting via various means including public disclosure, announcement made on the website, and mails, thereby encouraging the engagement of the shareholders.

A copy of the letter of convocation of General Shareholders Meeting was sent to all shareholders 2 weeks prior to the actual AGM date. Pursuant to Article 542-4 of the Commercial Act and Article 15 of the Articles of Incorporation, the letter of convocation to shareholders with less than 1% of voting rights was substituted with electronic notification (Convocation of AGM) and the physical letter of AGM convocation have been sent to shareholders holding more than 1% of shares 2 weeks prior to General Shareholders Meeting.

To this end, the Company has disclosed the resolution on the convocation of the meeting, convocation notice and reference material for proxy solicitation 4 weeks prior to the date of the General Shareholders Meeting, and the reference material and the format for a letter of proxy were uploaded on the website.

- Website: <https://www.samsungcnt.com/ir/general-meeting.do>

The reference material is made available in English on our website, and mailed to key institutional investors, standing proxies and proxy advisory firms.

- Website: <https://www.samsungcnt.com/eng/ir/general-meeting.do>

The voting results of the General Shareholders Meeting is disclosed on the day of the meeting, and the approval/disapproval rate per agenda item is also made available on the website.

- Website: <https://www.samsungcnt.com/ir/general-meeting.do>

Information regarding the General Shareholders Meeting provided to shareholders is as follows:

< Provision of Information on General Shareholders Meeting >

Date of Notification	Timeline	Means of Notification	Items	Key Information
Feb. 12, 2025	4 weeks prior to the General Meeting	Public disclosure	Convocation decision	Venue, time, meeting agenda, etc.
			General Shareholders Meeting convocation notice	Agenda details, etc.
Feb. 13, 2025			Reference material for proxy solicitation	Proxy materials including a letter of proxy
		Mail	Invitation	Venue, time, etc.
Feb. 13, 2025	4 weeks prior to the General Meeting	Website	Reference Material	Venue, time, meeting agenda details, etc. (in English)
Feb. 19, 2025	2 weeks prior to the General Meeting	Mail	Letter of convocation	Venue, time, special notes, etc.
Mar. 14, 2025	Day of the General Meeting	Public disclosure, website	General Shareholders Meeting results	Voting results on each agenda item, approval/disapproval rate by agenda item, etc.

<Table 1-1-1: General Shareholders Meetings Held in Past 3 years >

	2025 General Shareholders Meeting	2024 General Shareholders Meeting	2023 General Shareholders Meeting
AGM is held regularly? (Yes/No)	○	○	○
Day of convocation	Feb. 12, 2025	Feb. 14, 2024	Feb. 15, 2023
Day of convocation notice	Feb. 12, 2025	Feb. 14, 2024	Feb. 15, 2023
Day of General Meeting	Mar. 14, 2025 (Fri) 09:00AM	Mar. 15, 2024 (Fri) 09:00AM	Mar. 17, 2023 (Fri) 09:00AM
Days between the date of notice and date of General Meeting	D-30	D-30	D-30
Location/region	1 st floor, International Meeting Room, Global Engineering Center, Sangil-dong, Gangdong-gu, Seoul		
Means of notification to shareholders about matters related to the General Meeting	Notification disclosed through the electronic disclosure system; a copy of the letter of convocation sent to all shareholders		

		2025 General Shareholders Meeting	2024 General Shareholders Meeting	2023 General Shareholders Meeting
Notification of convocation for foreign shareholders	Whether notified to foreign shareholders	○	○	○
	Means of notification	Reference material in English is made available on the website and sent to key institutional investors, standing proxies and proxy advisory firms.		
Details	Attendance of the Board members	8 out of 9	8 out of 9	7 out of 9
	Attendance of auditors or members of the Audit Committee	2 out of 3	3 out of 3	3 out of 3
	Important remarks by shareholders	1) Number of shareholders who made comments: 7 2) Main point of the remark: enhancing shareholder values, etc.	1) Number of shareholders who made comments: 6 2) Main point of the remark: enhancing shareholder values, etc.	1) Number of shareholders who made comments: 8 2) Main point of the remark: enhancing shareholder values, etc.

※ Reference material is available in English on the website:
<https://www.samsungcnt.com/eng/ir/general-meeting.do>

B. Based on the above information, if the company failed to provide sufficient information in advance of the general shareholders' meeting, then provide the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 1-②) Corporate should enable shareholders to fully participate and offer opinion at the General Shareholders Meeting.

Samsung C&T's General Shareholders Meetings are not held on a date on which many companies often choose to hold their shareholder meetings, and the Company endeavors to listen to as many shareholders' voices as possible by implementing electronic voting system and proxy solicitation.

A. Explain overall matters related to the exercise of direct or indirect voting rights by shareholders

(1) Information of GSM dates, paper-based voting, proxy voting solicitation, etc. during the recent three fiscal years

The Company has convened General Shareholders Meetings on March 14, 2025, March 15, 2024, and March 17, 2023. The General Shareholders Meetings are not held on a date on which many companies often choose to hold their shareholder meetings.

In order to provide easier measures for the shareholders to exercise their voting rights, the Company has introduced an electronic voting system as of the 56th General Shareholders Meeting held on March 20, 2020, and an electronic proxy voting system as of the 57th General Shareholders Meeting held on March 19, 2021. Thus, the shareholders of the Company can exercise their voting rights via electronic voting or electronic proxy solicitation, without being present at the meeting. Currently, the Company does not implement a paper-based voting system; however, for the convenience of the shareholders, General Shareholders Meetings from the 57th term have been broadcasted in real time, which were accessible on the website and mobile phones.

<Table 1-2-1: General Shareholders Meetings Held on Popular Meeting Dates in Past 3 years >

	61st General Shareholders Meeting	60th General Shareholders Meeting	59th General Shareholders Meeting
Dates on which General Shareholders Meetings were Concentrated	Mar. 21, 2025, Mar. 27, 2025, Mar. 28, 2025	Mar. 22, 2024, Mar. 27, 2024, Mar. 29, 2024	Mar. 24, 2023, Mar. 30, 2023, Mar. 31, 2023
Date of General Shareholders Meeting	March 14, 2025	March 15, 2024	Mar. 17, 2023
General Shareholders Meeting Not Held on Popular Dates	Yes	Yes	Yes
Paper-based Voting	No	No	No
Electronic Voting	Yes	Yes	Yes
Proxy Solicitation Provided	Yes	Yes	Yes

(2) Agenda details and Ratio of approval and disapproval votes per agenda at the AGMs held in between the start date of public disclosure term and the report completion date

The voting results of agenda items raised at the General Shareholders Meeting during period commencing on January 1, 2024 (the start of a year preceding the year subject to disclosure) and ending on the due date of disclosure reports are as follows:

< Table 1-2-2: AGM Voting Results on Each Agenda Item >

Agenda		Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B)
							(%)
							Number of shares for disapproval or abstain (C)
							(%)
61 st General Shareholder	Agenda 1	Ordinary	Approval of Separate Financial Statements including Statements of Appropriation of Retained Earnings and	Approved	158,942,549	133,795,931	126,669,812
							(94.67%)
							7,126,119

Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B)
						(%)
						Number of shares for disapproval or abstain (C)
						(%)
60 th General Meeting		Consolidated Financial Statements for the 61st Fiscal Year (January 1, 2024–December 31, 2024)				(5.33%)
	Agenda 2-1	Extraordinary Addition and Deletion of Business Objectives	Approved	158,942,549	133,795,931	131,969,078
						(98.63%)
						1,826,853
						(1.37%)
	Agenda 2-2	Extraordinary Revision of Articles related to the Board of Directors and Committees	Approved	158,942,549	133,795,931	131,962,657
						(98.63%)
						1,833,274
						(1.37%)
	Agenda 2-3	Extraordinary Revision of Articles in Accordance with Laws and Regulations	Approved	158,942,549	133,795,931	131,967,159
						(98.63%)
						1,828,772
						(1.37%)
	Agenda 2-4	Extraordinary Addendum	Approved	158,942,549	133,795,931	131,960,185
						(98.63%)
						1,835,746
						(1.37%)
	Agenda 3	Ordinary Approval of Remuneration Limit for Directors in FY2024	Approved	158,942,549	133,787,632	131,894,040
						(98.58%)
						1,893,592
						(1.42%)
60 th General	Agenda 1-1	Ordinary Approval of Separate Financial Statements including Statements	Approved	158,943,949	138,812,091	133,903,533
						(96.4%)

Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B)
						(%)
						Number of shares for disapproval or abstain (C)
						(%)
Shareholder's Meeting		for the Appropriation of Retained Earnings and Consolidated Financial Statements for the 60th Fiscal Year (January 1, 2023–December 31, 2023)				4,908,558
						(3.54%)
	Agenda 1-2-1	Ordinary Cash dividends of KRW 2,550 per common share, KRW 2,600 per preferred share	Approved	158,943,949	138,812,091	106,306,587
						(76.58%)
						32,505,504
						(23.42%)
	Agenda 1-2-2	Ordinary Cash dividends of KRW 4,500 per common share, KRW 4,550 per preferred share (Shareholder Proposal)	Rejected	158,943,949	138,812,091	32,079,256
						(23.11%)
						106,732,835
						(76.89%)
	Agenda 2	Extraordinary Cancellation of Treasury shares	Approved	158,943,949	138,812,091	137,374,324
						(98.96%)
						1,437,767
						(1.04%)
	Agenda 3	Ordinary Share Repurchase (Shareholder Proposal)	Rejected	158,943,949	138,812,091	24,475,331
						(17.63%)
						114,336,760
						(82.37%)
	Agenda 4-1-1	Ordinary Appointment of independent director: Joong Kyung Choi	Approved	158,943,949	138,812,091	115,787,953
						(83.41%)
						23,024,138
						(16.59%)
	Agenda	Ordinary Appointment of	Appro	158,943,949	138,812,091	126,715,844

Agenda	Type of Resolution	Objective of the meeting	Approval or disapproval	Total number of issued shares with voting rights (①)	Number of shares which exerted voting rights out of ① (A)	Number of shares for approval (B)
						(%)
	4-1-2	Ordinary	Independent director: Kyung-Soo Kim			(91.29%)
						12,096,247
						(8.71%)
	Agenda 4-2-1	Ordinary	Appointment of executive director: Sechul Oh	158,943,949	138,812,091	133,851,788
						(96.43%)
						4,960,303
	Agenda 4-2-2	Ordinary	Appointment of executive director: Joonseo Lee	158,943,949	138,812,091	(3.57%)
						130,715,512
						(94.17%)
	Agenda 4-2-3	Ordinary	Appointment of executive director: Jaeon Lee	158,943,949	138,812,091	8,096,579
						(5.83%)
						133,816,960
	Agenda 5	Ordinary	Election of Audit Committee Member (Joong Kyung Choi)	99,277,487	79,145,629	(96.40%)
						57,061,974
						(72.10%)
	Agenda 6	Ordinary	Approval of Remuneration Limit for Directors	158,943,949	138,812,091	22,083,655
						(27.90%)
						116,790,447
						(84.14%)
						22,021,644
						(15.86%)

1) Shares present: 133,795,931 (2025), 138,812,091 (2024), 124,003,638 (2023); the number of shares with voting rights per each agenda item may differ pursuant to relevant laws.

2) The number of shares where voting rights were exercised are based on those exercised via proxy and electronic voting.

3) Approval rate: Ratio of shares voting for agenda collected through proxy (writing) and e-voting in advance

B. If any of the resolutions at the general shareholders' meeting have a high rate of opposition or are rejected, the efforts and details of communication with shareholders should be recorded.

Among the 60th AGM's agendas, two shareholder proposals below were rejected:

1. Agenda 1-2-2 (Minority shareholder proposal, City of London and four others) : Cash dividends of KRW 4,500 per common share, KRW 4,550 per preferred share
2. Agenda 3 (Minority shareholder proposal, City of London and four others) : Share Repurchase

Samsung C&T has publicly disclosed the Company's stance about the shareholder proposals along with the AGM purposes and proxy materials, and the Company also has strived to actively engage with its shareholders via IR activities.

C. Based on the information above, explain the reasons for failure to take sufficient measures to encourage maximum participation and provide future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 1-③) Corporate should enable shareholders to easily propose an agenda to the General Shareholders Meeting, and allow questions and explanations to be freely asked and called upon on the agenda items suggested by shareholders at the General Shareholders Meeting.

Samsung C&T not only provides the information on shareholder proposal procedure but also guarantees the shareholders' right to question and request explanation in regard to shareholder proposals at AGM.

A. Explain the matters related to shareholder proposal rights

(1) Does the Company provide detailed information on shareholder proposal procedure via measures such as website?

Yes/No	☐
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To facilitate shareholders in proposing AGM agenda items, the information related to the shareholder proposal and relevant procedures is available on: <https://www.samsungcnt.com/ir/general-meeting.do>

Also, the company guarantees that any present shareholders at the AGM may freely ask questions and request response. During the AGM, the company updates on the business status so that participating shareholders can be thoroughly briefed.

(2) Are there internal guidelines and procedures for shareholder proposals?

Yes/No	☐
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Pursuant to Article 363-2 and Article 542-6 of the Commercial Act, shareholders who are eligible for exercising shareholder rights may present shareholder proposals as agenda items of the General Shareholders Meeting 6 weeks prior to the meeting.

The Company places the proposed items on the agenda for the General Shareholders Meeting after a Board resolution, except when such proposals are in violation of relevant laws or the Articles of Incorporation.

※ Requirement to make a proposal: Shareholders must own 3% or more of issued shares with voting rights or 1% or more of issued shares with voting rights for at least 6 months up to the day of the proposal.

(3) Were there any shareholder proposals between the start of the public disclosure term and the report completion date? If so, provide details and current status.

Yes/No	O
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Shareholder proposal submission during the period commencing on January 1, 2024 (the start of a year preceding the year subject to disclosure) and ending on the due date of disclosure reports is the following:

< Table 1-3-1: Shareholder Proposal Submission History >

Date of suggestion	Suggested by	Shareholder classification	Main content	Follow-up	Approval/disapproval	Approval rate (%)	Disapproval rate (%)
'24.2.2	City of London and four others	Institution	- Cash dividends of KRW 4,500 per common share, KRW 4,550 per preferred share	- Proposal made on Feb. 2, 2024 - Decided to be included in the voting agendas the 60 th AGM as the agenda 1-2-2 and agenda 3 on Feb. 14, 2024	Rejected	23.1	76.9
			- Share Repurchase	- Shareholder proposals rejected at the 60 th AGM on Mar. 15, 2024		17.6	82.4

(4) Was there any official letter from institutional investors in between the start of public disclosure period and the report completion date? If so, provide details and current status.

Yes/No	X
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The Company did not receive any official letter from institutional investors as part of their fiduciary duties during the period from January 1, 2024, the beginning of the disclosure period, to the disclosure filing date.

< Table 1-3-2: Official Letters from Institutional Investors >

Classification	Date sent	Sender	Main contents	Response date	Acceptance status	Main contents of response
-	-	-	-	-	-	-

B. Based on the above information, if there are any deficiencies in the policy to facilitate shareholders' exercise of shareholder proposal rights, then provide the reasons and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 1-④) The company should establish its mid- to long-term shareholder return policy and plans, including information on dividends, and enhance dividend predictability for shareholders.

Samsung C&T has been not only establishing and publicly disclosing three-year shareholder return policies since 2017 but also ensuring predictability to its shareholders at home and abroad by providing dividend policy information via public disclosure in both Korean and English.

A. Explain whether the company has established policies related to shareholder return and ensured that shareholders are sufficiently informed

(1) Has the shareholder return policy, including dividend policy, been established?

Yes/No	O
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Since 2017, the Company has established and publicly disclosed three-year shareholder return policies. In February 2023, the Company announced its shareholder return policy for the three-year term from FY2023 to FY2025. This policy enables the Company to consistently implement its dividend policy to enhance shareholder returns while committing to the full retirement of all treasury shares held.

The shareholder return policy for FY2023 to FY2025 includes the continued payout of 60-70% of dividend income steadily generated from affiliate share assets to shareholders, along with a minimum dividend of KRW 2,000 per share to enhance dividend predictability.

In addition, the Company will retire all treasury shares held by the Company (23,422,689 common shares, 159,835 preferred shares) over the next 3 years.

In line with this policy, on April 19, 2024, one third of the treasury-held common shares (7,807,563 shares) and all preferred shares (159,835 shares) were retired, and on February 5, 2025, an additional one third of common shares (7,807,563 shares) were cancelled.

(2) Does the Company publicize the shareholder policy every year and provide the relevant materials in English?

Published once a year?	O
English version available?	O

Samsung C&T provides the shareholder return policy information to its shareholders via public disclosure and website, and the information is available in English. The Company announced a new three-year shareholder return policy (FY2023-FY2025) on February 16, 2023, and has been updating the details of the shareholder return policy and implementation progress to its shareholders.

- Website :

<https://www.samsungcnt.com/ir/stock-info/sharereturn.do> (Korean)

<https://www.samsungcnt.com/eng/ir/stock-info/sharereturn.do> (English)

(3) If the Company paid out a cash dividend between the start date of public disclosure and the date of report completion, did it ensure dividend predictability for its shareholders by determining the dividend amount before the record date?

Is it included in the articles of incorporation?	X
Was it applied?	X

The recent improvement in dividend payout procedures, which ensures the dividend amount is confirmed before the record date, is currently not mandated by law. The Company will review its dividend policy by considering various factors, including the potential impact on shareholder value.

< Table 1-4-1: Record date and dividend confirmation date¹⁾ >

No.	Fiscal year-end	Dividend payout at fiscal year-end	Record date	Dividend confirmation date	Predictability of cash dividend payout
1 st payout	December	○	Dec. 31, 2023	Mar. 15, 2024	Not applied
2 nd payout	December	○	Dec. 31, 2024	Mar. 14, 2025	Not applied

1) Number the rounds of dividend payouts done in between the start of public disclosure term and the date of report completion and list them in order

B. Based on the above information, if there are any inadequacies in establishing a shareholder return policy and providing information, then provide the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 1-⑤) Shareholders' rights to receive an appropriate level of dividends in line with the shareholder return policy and future plans should be respected.

Samsung C&T has been paying out dividends and cancelling treasury shares according to its shareholder return policy. For the 2025 dividend, the Company applied the highest available dividend payout rate and cancelled half of its retained treasury shares.

A. Explain the shareholder return-related measures recently implemented by the company.

(1) Dividend

Samsung C&T has established and announced a dividend policy under which the Company will return 60-70% of its dividend income from affiliates for FY2023–FY2025, with a minimum dividend of KRW 2,000 per share. This year, the Company decided to redistribute 70% of its dividend income, which is the highest rate allowed under the policy, paying out a total of KRW 425.5 billion (KRW 2,600 per common stock and KRW 2,650 per preferred stock). Specific details of the dividend history over the past three years are as follows:

Samsung C&T does not grant differential dividends as it is not in line with its principle of promoting equitable treatment for shareholders. The Articles of Incorporation provide grounds for interim dividends; however, the Company has not yet made any interim dividend payments up to the point of report submission, and does not make quarterly dividend payments.

< Table 1-5-1: Dividend Payouts over the Last 3 Business Years >

Classification		General Status		Stock dividend	Cash dividend (Unit: KRW)			
		Business year	Fiscal year-end		Profit available for dividend payout ¹⁾	Total dividends	Dividend per share ²⁾	Dividend rate to market value ³⁾
Current year	Common	2024	Dec.	-	9,670,725,553,975	421,635,710,600	2,600	2.2%
	Preferred					3,889,113,500	2,650	3.0%
Prior year	Common	2023	Dec.	-	9,105,283,433,479	413,530,901,550	2,550	2.0%
	Preferred					3,815,734,000	2,600	2.6%
The year before the prior year	Common	2022	Dec.	-	7,853,764,340,877	372,988,658,600	2,300	1.9%
	Preferred					3,448,836,500	2,350	2.2%

1) Profit available for dividend payout according to the Article 462 of Commercial Act

2) A total yearly amount of dividend per share

3) The ratio of the per share dividend against the arithmetic average of the closing price over a one-week period from two days before the closure of the register of shareholders

< Table 1-5-1-2: Dividend Payout Ratio over the Last 3 Business Years¹⁾ >

	Current year	Prior year	The year before the prior year
Consolidated-basis	19.1%	18.8%	18.4%
Separate-basis	30.0%	26.6%	25.8%

1) Total dividend payout/Net income

(2) If there are additional shareholder returns other than dividends, then provide details.

Samsung C&T provides additional shareholder returns by cancelling treasury shares. Under its latest three-year shareholder return policy (FY2023–FY2025), the Company announced that it will cancel all of its retained treasury shares within the policy term. In January 2024, the Board of Directors resolved to cancel all treasury shares (23,422,689 common shares and 159,835 preferred shares) in three equal installments over the next three years. Accordingly, one-third of the common treasury shares (7,807,563 shares) and all of the preferred treasury shares (159,835 shares) were cancelled on April 19, 2024, and another one-third of the common treasury shares (7,807,563 shares) were cancelled on February 5, 2025.

B. Based on the above information, if the company has any shortcomings in respect of shareholders' rights to receive an appropriate level of shareholder return, then provide the reason and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 2) Fair Treatment of Shareholders

▪ Shareholders should hold fair voting rights according to the type and number of shares owned, and companies should equip an adequate system to provide fair information to shareholders.

(Sub-principle 2-①) Corporate should create an environment where infringement of voting rights of shareholders does not take place, and provide sufficient corporate information to the shareholders at the right time, in a fair manner.

Samsung C&T ensures fair voting rights to its shareholders according to the principle of one vote per common share, and it also provides corporate information timely, sufficiently, and fairly by complying with disclosure rules and communicating with its shareholders.

A. Explain the following matters regarding the overall stock issuance information as of the reporting date

(1) Share issuance status

As of the completion date of the 2024 Corporate Governance Report, the total number of shares issued is 171,444,134. As per the Articles of Incorporation, the maximum number of shares the Company is authorized to issue is a total of 500,000,000 shares (KRW 100 per share), including 450,000,000 common shares and 50,000,000 preferred shares.

The Company has issued 169,697,544 common shares and 1,467,590 preferred shares.

<Table 2-1-1-1: Number of issuable shares>

(Shares, %)

Common stock	Class stock	Total
450,000,000	50,000,000	500,000,000

<Table 2-1-1-2: Details of the issued shares>

	Number of issued shares	Percentage of Issuance	Note (date of reference)
Common stock	169,976,544	34.00	February 5, 2025 (After cancellation)
Preferred stock	1,467,590	2.94	

(2) Summary of voting rights per class stock and rationale, and history of general meeting of class shareholders.

Preferred shares are not followed by voting rights. However, in case the prescribed preferred dividends are not paid out in a particular fiscal year, the preferred shares are accompanied with voting rights starting from the next shareholders meeting following the meeting in which the resolution not to pay the prescribed preferred dividends was made until the closing of the shareholders meeting at which the payout of the preferred dividends is resolved. As of the time of the submission of this report, no general meeting of class shareholders has been held.

The Company distributes voting rights in a fair manner based on the principle of one vote per common share and is proportional to the class and number of shares.

B. Based on the above information, if fair voting rights are not granted depending on the type and number of stocks held, provide the reason and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

C. Explain all matters related to communication with shareholders from the start of the disclosure period to the date of report submission.

(1) Details of major IR activities, conference calls, and communication with shareholders such as institutional investors.

The Company communicates key information on business and financial matters with its shareholders through IR meetings, disclosure on the website, official public disclosures, etc.

The Company is actively communicating with domestic and overseas institutional/ individual shareholders. The Company stays engaged with institutional investors, as well as potential investors, through various channels such as non-deal roadshows (NDRs), conferences organized by securities firms, and one-on-one meetings.

< Key Investor Relations Events, Conference Calls, Communication with Shareholders >

Date	Counterpart	Occasion	Agenda
Jan. 31, 2024	Analysts	Conference call	4Q23 earnings
Feb. 1, 2024	Domestic institutional investors	NDR	4Q23 earnings
Feb. 8, 2024	Foreign institutional investors	NDR	4Q23 earnings
Feb. 20, 2024	Domestic/foreign institutional investors	NDR	Key business updates
April 8, 2024	Foreign institutional investors	Conference	Key business updates
April 24, 2024	Analysts	Conference call	1Q24 earnings
April 26, 2024	Domestic institutional investors	NDR	1Q24 earnings
April 29, 2024	Foreign institutional investors	NDR	1Q24 earnings
May 2, 2024	Foreign institutional investors	NDR	1Q24 earnings
May 9, 2024	Foreign institutional investors	Conference	Key business updates
June 3, 2024	Foreign institutional investors	Conference	Key business updates
June 11, 2024	Foreign institutional investors	NDR	Key business updates

Date	Counterpart	Occasion	Agenda
June 25, 2024	Foreign institutional investors	Conference call	Key business updates
July 2, 2024	Foreign institutional investors	NDR	Key business updates
July 8, 2024	Foreign institutional investors	Conference call	Key business updates
July 15, 2024	Foreign institutional investors	NDR	Key business updates
July 31, 2024	Analysts	Conference call	2Q24 earnings
August 1, 2024	Domestic institutional investors	NDR	2Q24 earnings
August 6, 2024	Foreign institutional investors	Conference call	2Q24 earnings
August 6, 2024	Domestic institutional investors	NDR	2Q24 earnings
August 13, 2024	Foreign institutional investors	NDR	2Q24 earnings
August 26, 2024	Foreign institutional investors	Conference	Key business updates
September 3, 2024	Domestic institutional investors	Conference	Key business updates
September 10, 2024	Foreign institutional investors	Conference	Key business updates
September 24, 2024	Domestic institutional investors	Conference	Key business updates
September 30, 2024	Foreign institutional investors	NDR	Key business updates
October 10, 2024	Foreign institutional investors	NDR	Key business updates
October 30, 2024	Analysts	Conference call	3Q24 earnings
November 1, 2024	Domestic institutional investors	NDR	3Q24 earnings
November 12, 2024	Foreign institutional investors	NDR	3Q24 earnings
November 13, 2024	Foreign institutional investors	Conference call	3Q24 earnings
November 19, 2024	Foreign institutional investors	NDR	3Q24 earnings
November 21, 2024	Domestic institutional investors	Conference	Key business updates
December 11, 2024	Domestic institutional investors	Conference	Key business updates
January 8, 2025	Foreign institutional investors	NDR	Key business updates

Date	Counterpart	Occasion	Agenda
January 22, 2025	Analysts	Conference call	4Q24 earnings
January 23, 2025	Domestic institutional investors	NDR	4Q24 earnings
February 17, 2025	Foreign institutional investors	Conference	4Q24 earnings
February 17, 2025	Foreign institutional investors	NDR	Key business updates
April 11, 2025	Domestic institutional investors	NDR	Key business updates

※ The dates indicated above refer to the start date of each IR activity.

※ As of the end of April 2025

Furthermore, the Company heeds to the opinions of investors and market participants by appointing a shareholder advocate among the members of the ESG Committee. The shareholder advocates report meaningful views of shareholders shared during the communication to the ESG Committee and the Board, and constantly seek to develop policies and activities to protect shareholders' rights and interests. The shareholder advocates hold meetings with stock analysts and domestic and overseas investors as part of an effort to facilitate communication with market participants.

(2) Is there any occasion of communicating with minority shareholders?

Yes/No	☐
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The Company's executives/employees are regularly participating in events where they can communicate with minority shareholders, such as conferences arranged by major securities firms. The Company is actively communicating with minority shareholders and individual shareholders through website, phone calls with IR representatives, etc. to ensure shareholders' views and inquiries are well understood and addressed.

(3) Is there any occasion of communicating with foreign investors?

The Company is actively communicating with major overseas investors in the Americas, Europe, Asia, the Middle East, and Oceania via non-deal roadshows (NDRs) and participating in global conferences organized by major securities firms at home and abroad. The Company's executives are engaging with the

investors by participating in these occasions and share the Company's earnings and business status.

(4) Does the Company website provide inquiry information such as IR contract number and e-mail address of IR representatives?

Yes/No	O
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Key corporate information regarding business performance/status, financial matters, the shareholder return policy, etc. are available on the company's website (in Korean and English). Also, the IR contact number is available on the website for additional inquiries. The e-mail addresses of IR representatives are not publicly shared. Yet, inquiries submitted via the IR page on the website are directed to IR representatives' e-mail for further communication.

- Contact number: 02-3458-3139

- Website:

<https://www.samsungcnt.com/about-us/contact-info/inquiry.do> (Korean)

<https://www.samsungcnt.com/eng/about-us/contact-info/inquiry.do> (English)

(5) Does the Company operate a separate website in English for the convenience of foreign shareholders? Also, is there a person in charge of answering inquiries in English and is that person's contact information publicly available? Are English disclosures are available?

English website	O
Person in Charge	O
Percentage of English disclosure	38.0%

Samsung C&T is operating an English website for its foreign shareholders and IR team is dealing with foreign shareholders' inquiry. The English IR website provides IR contact number, and any shareholder can submit his/her inquiry along with their e-mail addresses. The person in charge will reply in English accordingly.

- Contact number: 02-3458-3139
- Website (English) : <https://www.samsungcnt.com/eng/index.do>

For the convenience of foreign shareholders, the Company has made public disclosure in English through the Korea Investor's Network for Disclosure System (KIND) of the Korea Exchange since February 2023, including fair disclosure, announcement disclosure, timely disclosure that involve major business matters.

< History of Disclosures in English >

Date of disclosure	Title of disclosure (English)	Main content
January 19, 2024	Prior Notice on Disclosure of Final Earnings	Prior notice on disclosure of 4Q23 earnings
January 31, 2024	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Preliminary earnings of 4Q23
January 31, 2024	Forecast for Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Business outlook for 2024 (sales and new orders)
January 31, 2024	Decision on Cash Dividends and Dividends in Kind	Decision on cash dividends
January 31, 2024	Decision on Capital Reduction	Decision on capital reduction
January 31, 2024	Retirement of Stocks	Decision on retirement of stocks
February 8, 2024	Confirmation of Embezzlement or Misappropriation by Officers or Employees	Confirmation of embezzlement or misappropriation
February 15, 2024	Decision on Calling Shareholders' Meeting	Convocation of Shareholders' meeting
February 19, 2024	[Correction of statement] Decision on Capital Reduction	Corrective disclosure of decision on capital reduction
February 19, 2024	[Correction of statement] Retirement of Stocks	Corrective disclosure of decision on retirement of stocks
February 26, 2024	Organization of Investor Relations Event	Notice on investor relations event
February 28, 2024	Organization of Investor Relations Event	Notice on investor relations event
March 4, 2024	Organization of Investor Relations Event	Notice on investor relations event
March 6, 2024	Submission of Audit Report	Submission of Audit Report

Date of disclosure	Title of disclosure (English)	Main content
March 20, 2024	Outcome of Annual Shareholders' Meeting	Outcome of Annual Shareholders' Meeting
March 20, 2024	Notice on Change of CEO	Notice on Change of CEO
April 3, 2024	Conclusion of Single Sales Contract or Supply Contract	Conclusion of single sales contract or supply contract
April 4, 2024	Conclusion of Single Sales Contract or Supply Contract	Conclusion of single sales contract or supply contract
April 8, 2024	Organization of Investor Relations Event	Notice on investor relations event
April 11, 2024	Prior Notice on Disclosure of Final Earnings	Prior notice on disclosure of 1Q24 earnings
April 24, 2024	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Preliminary earnings of 1Q24
May 9, 2024	Organization of Investor Relations Event	Notice on investor relations event
May 31, 2024	Organization of Investor Relations Event	Notice on investor relations event
June 4, 2024	[Correction of statement] Conclusion of Single Sales Contract or Supply Contract	Corrective disclosure of conclusion of single sales contract or supply contract
June 19, 2024	Conclusion of Single Sales Contract or Supply Contract	Conclusion of single sales contract or supply contract
July 23, 2024	Prior Notice on Disclosure of Final Earnings	Prior notice on disclosure of 2Q24 earnings
July 31, 2024	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Preliminary earnings of 2Q24
August 5, 2024	Other Management Information (Voluntary Disclosure)	Execution of donation
August 26, 2024	Organization of Investor Relations Event	Notice on investor relations event
August 26, 2024	Organization of Investor Relations Event	Notice on investor relations event
September 3, 2024	Organization of Investor Relations Event	Notice on investor relations event
September 12, 2024	Organization of Investor Relations Event	Notice on investor relations event
October 16, 2024	Prior Notice on Disclosure of Final Earnings	Prior notice on disclosure of 3Q24 earnings
October 28, 2024	[Correction of statement] Conclusion of Single Sales Contract or Supply Contract	Corrective disclosure of conclusion of single sales contract or supply contract

Date of disclosure	Title of disclosure (English)	Main content
October 30, 2024	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Preliminary earnings of 3Q24
October 30, 2024	Material Business Matters Related to Investment Decisions	Receipt of a Notice of Award for a construction project
November 4, 2024	Decision on Provision of Debt Guarantee for Others	Decision on provision of debt guarantee for others
November 11, 2024	Organization of Investor Relations Event	Notice on investor relations event
November 29, 2024	Conclusion of Single Sales Contract or Supply Contract	Conclusion of single sales contract or supply contract
December 4, 2024	Other Management Information (Voluntary Disclosure)	Execution of donation
December 16, 2024	Closure of Register of Shareholders or Designation of Record Date	Closure of register of shareholders or designation of record date
December 24, 2024	[Correction of statement] Conclusion of Single Sales Contract or Supply Contract	Corrective disclosure of conclusion of single sales contract or supply contract

※ This is the history of English disclosures submitted among all the timely disclosures during the disclosure period. The percentage of English disclosure was calculated according to the report writing guidelines, excluding the fair disclosure and voluntary disclosure.

(6) Any record of being designated as an unfaithful disclosure corporation during the period commencing on the start of the year subject to disclosure and ending on the due date of the disclosure reports?

Yes/No	X
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The Company has no record of being designated as an "unfaithful disclosure corporation" during the period commencing on the start of the year subject to disclosure and ending on the due date of the disclosure reports.

< Table 2-1-3: History of Designation as an Unfaithful Disclosure Corporation >

	Types of unfaithful disclosure	Designation date	Reason for designation	Demerit points	Fines (KRW)	Improvement effort made after the designation
-	-	-	-	-		-

D. Based on the above information, if there is a failure to provide corporate information to shareholders in a timely and sufficient manner, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 2-②) Corporate should prepare and operate measures that can protect shareholders from unfair internal transactions and self-dealing of other shareholders, such as majority shareholders, etc.

Samsung C&T's ESG Committee and the Board of Directors are organizing internal control system, including the resolution of large-scale internal transaction with specially-related person and transactions between the Company and directors, as well as deliberation on the related party transactions.

A. Describe in detail the company's control mechanisms (policies) related to internal transactions with affiliates, etc., and self-transactions with management or controlling shareholders.

(1) Is there a control system in place for internal transactions and self-dealing?

Yes/No	O
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To prevent members of the management or controlling shareholders from engaging in related-party transactions or self-dealing for personal gain, the Company requires that large-scale transactions with specially-related parties, as defined under the Commercial Act, and transactions between the Company and its directors be approved by the Board, pursuant to Article 42 of the Articles of Incorporation and Article 12-1 of the Board Regulations.

Samsung C&T has established an ESG Committee composed solely of independent directors to deliberate and resolve transactions considered material, even if such transactions do not meet the criteria for large-scale transactions or other transactions mentioned above under the Monopoly Regulation and Fair Trade Act. The ESG Committee receives reports on internal transactions with affiliates and has the authority to order in-depth investigations. The Committee also holds the authority to propose corrective actions to the Board of Directors in cases of material violations of applicable laws or internal regulations.

Moreover, the Internal Transaction Review Council was launched in April 2021 to ensure that internal transactions are deliberated in a fair manner and that these transactions are conducted according to proper procedures. The Council

proactively reviews and deliberates on internal transactions exceeding a certain threshold to ensure fairness.

(2) If there is a comprehensive board resolution regarding internal transactions with affiliates or self-dealing with executives or controlling shareholders, then provide details and rationale.

The Company secured the Board of Director's comprehensive resolution concerning the annual ceiling on the amount of internal transactions with persons in a special relationship that are expected to occur in 2025 according to Article 542-9 and Article 398 of the Commercial Act.

The Company obtains comprehensive resolutions each year to relieve the burden associated with the Board of Directors' decision-making process and corporate disclosures on internal transactions that are frequently carried out as part of daily business activities in its key business areas, such as construction and trade.

The list of transactions with specially related party with the Board of directors during which the disclosure period belongs is as follows:

	Annual Transaction Limit	Related Laws
Samsung Electronics	7.5Tn	Commercial Act Article 542-9
Welstory	59.5Bn	Commercial Act Article 398

(3) The history of transactions with parties in a special relationship, such as controlling shareholders

The history of transactions with parties in a special relationship, such as controlling shareholders, during which the disclosure period belongs is as follows:

< Sales/Purchase history with affiliates >

(KRW Mn, %)

	Amount of transaction with affiliates	Total amount of transaction	Ratio (%)
Sales	7, 299,154	22,913,283	31.86
Purchase	378,064	21,965,984	1.72

※ Based on the 2024 Separate Financial Statements

B. Based on the information above, if there are any shortcomings or improvement plans in the policy to protect shareholders from unfair internal transactions and self-transactions, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub Principle 2-③) The company shall provide detailed explanation and prepare measures to protect shareholders, such as collecting opinions of minority shareholders and protecting the rights of opposing shareholders, in case of changes in the ownership structure or major business of the company and capital financing that result in conflicts of interest between the company and its shareholders.

Samsung C&T's ESG Committee conducts prior deliberation of material business matters that could impact the shareholder value and reports them to the Board. Also, the shareholder advocates regularly hold meetings with various shareholders.

A. Explain the company's policies for shareholder protection, including collecting opinions from minority shareholders and protecting the rights of opposing shareholders regarding mergers, business transfers, divisions, comprehensive exchanges and transfers of stocks that result in significant changes to the company's ownership structure or major business.

Policy exists?	O
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The Company examines the adequacy of the agenda in an objective manner by reporting to the Board of Directors after prior deliberation by the ESG Committee, which consists of all independent directors, on important business matters that have a significant impact on shareholder value in accordance with Article 8 (Authorities) of Chapter 4 (Authorities) of the ESG Committee Regulations.

Important business matters include M&As, corporate transfer, division, comprehensive exchange/transfer of stocks, acquisition and disposal of treasury shares, mid-to-long term strategy, etc.

Furthermore, the Company holds shareholder advocates' meetings on a regular basis in order to listen to the institutional investors' opinions home and abroad, and continuously communicates with minority shareholders as well.

The Company will continue our efforts to protect shareholder values by enhancing shareholder values and actively communicating with minority shareholders.

B. During the period subject to disclosure, if there was a merger, business transfer, division, comprehensive exchange or transfer of stocks, etc. that resulted in a significant change in the company's ownership structure or major business, or if there were such plans, then explain what has been implemented to protect shareholders, such as collecting opinions from minority shareholders, protecting rights of opposing shareholders, etc.

Plan exists?	X
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The Company does not have any performance or plans for mergers, business transfers, spin-offs, comprehensive exchanges and transfers of stocks, etc. in the year of disclosure.

C. Provide detailed information if there is any capital financing that could involve equity conversion.

Issued?	X
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(1) Bond issuance status that could be converted to stock

N/A

(2) If there is any capital financing decision that diverges from the shareholders' interests during the disclosure period, then did the Company considered the interests of the minority shareholders during the decision making process?

N/A

(3) Is there any changes in controlling shareholders during the disclosure period due to issuance of convertible bond or events of default?

N/A

D. Based on the above information, if there are any shortcomings or improvement plans in gathering opinions of minority shareholders and protecting the rights of opposing shareholders in regard to the company's ownership structure or major business changes and capital raising process, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

3. Board of Directors

(Key Principle 3) Functions of the Board of Directors

▪ The Board must establish the business objectives and strategies in the best interest of the company and its shareholders, and effectively supervise the activities of the management.

(Sub-Principle 3-①) The Board of Directors must effectively perform its duty of management decision-making and management supervision.

The Board of Directors decides on matters of importance with regards to managing the company and provides oversight according to the relevant laws and regulations. It is also equipped with system and organization that can effectively carry out such duty.

A. If there are any policies to ensure that the Board can smoothly perform its role as the center of business operation, then explain all related matters, including the systems operated by the Company.

(1) Explain the Board's deliberation/resolution agendas stated by the articles of incorporations or the Board's rules and elaborate on reasons and effects if there is anything included in addition to legal obligations.

The Board of Directors aims to create corporate value and protect the interests of shareholders/investors. As the highest decision-making body of the Company, it decides on matters of importance with regards to managing the company, establishing the Company's management goals/strategy and policies for improving governance and providing oversight over the activities of Company management.

To ensure that the Board effectively performs its duties, the Company provides systematic overall assistance through the Corporate Secretariat, an organization dedicated to supporting the Board, as well as departments for supporting each committee. In addition, the Company holds the General Shareholders Meeting over a period of 2 to 3 days, including sessions attended by independent directors only, that allow for sufficient review and optimal decision-making by the Board of Directors.

The Board of Directors reviews and approves matters specified by relevant laws and the Company's Articles of Incorporation, matters that have been delegated to the Board through the General Shareholders Meeting, and matters of importance with regards to implementing the management strategy and principles of the Company. The board also provides oversight on the execution activities of the Company's management.

In particular, in addition to mandatory items specified by relevant laws, the Board deliberates on management goals and business directions, execution of charitable funds in excess of KRW 1 billion, Shareholder Advocate activities, and other matters that it sees fit.

Matters for resolution by the Board of Directors specified by the Articles of Incorporation and the Board Regulations are as follows:

(a) Matters regarding the General Shareholders Meeting

- Decision to convene a General Shareholders Meeting
- Approval of financial statements
- Alteration of the Articles of Incorporation
- Dismissal, merger, spin-off, merger through division, and continuation of the Company
- Entire or partial transfer of the Company's business; entire or partial acquisition of a business that may have material effect on the Company's existing business
- Appointment and dismissal of directors of the Board and members of the Audit Committee
- Matters concerning director compensation, etc.

(b) Matters regarding management of the Company

- Installment, operation and termination of Board committees
- Establishment, enactment and termination of material internal regulations such as the Board Regulations
- Approval of the Company's yearly business report, semi-yearly and quarterly financial statements, etc.

(c) Matters concerning the Company's finances

- Matters regarding acquisition and disposal of treasury shares
- Matters regarding issuance of new shares
- Matters regarding issuance of bonds with warranties and convertible bonds
- Capital investment or disposal of shares; provision of security; provision, takeover, waiver of corporate guarantees on loans; conclusion of financial loan agreements with important third-party entities in which the scale of the transaction is in excess of a certain percentage of the Company's equity
- Large-scale transactions in which the counterpart is a specially-related person as defined in the Commercial Code or the transaction is carried out for the benefit of such as persons

(d) Matters Concerning Directors

- Approval of transaction between the Company and directors, etc., or approval of the use by directors of business opportunities and assets of the Company
- Concurrent directorship at another company which is in competition with or in the same industry as the Company
- Appointment or dismissal of the President & CEO or selection of co-representatives
- Appointment or removal of directors' position or duty

(e) Other Matters

- Other matters set forth in laws and regulations or the Articles of Incorporation; matters delegated through the General Shareholders Meeting
- Material matters deemed necessary by the President & CEO

(2) The Board of directors matters that are delegated to the Board committees or President & CEO

Among the matters that require a resolution from the Board of Directors, excluding those set forth by laws and regulations or the Articles of Incorporation, the Board of Directors may, by its resolution, delegate the decision to the President & CEO or a Board committee.

The approval of a committee for delegated matters maintains the same authority as the approval of the Board of Directors, while matters concerning the organization, operation, and authorities of committees shall be handled in accordance with the stipulated regulations of each committee.

B. Based on the above information, the board of directors performs management decision-making functions and management supervision. However, if there is any incident where the Board failed to perform its function effectively, provide the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 3-②) The board of directors must prepare, operate, and continuously improve upon a CEO succession policy (which includes contingency appointment plans).

Samsung C&T operates and manages the succession process for the President & CEO candidates in accordance with the “Principles for the President & CEO succession” and the detailed status is regularly reported to the Board.

A. Explain in detail if there is a CEO succession policy.

(1) Is CEO succession policy is established and being operated?

Yes/No	O
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Samsung C&T operates and manages the succession process for the President & CEO candidates in accordance with the “Principles for the President & CEO succession”. The President & CEO must possess extensive experience, knowledge and management capabilities, and be able to provide a clear vision for the Company to enhance shareholder/stakeholder value. As these requirements cannot be obtained within a short period of time, the Company searches for suitable candidates for key positions, including that of the CEO, in advance, and manages the candidates through regular assessment and a systematic strategy to foster executives.

The Company selects the candidates through discussion with the management and recommend the most eligible candidate among trained candidates to the board in the event of a reasonable reason to initiate a succession process, such as term expiration or resignation, etc. The board deliberates on the eligibility of the recommended candidate and confirms the person as the nominee for the President & CEO, and then confirms the candidate as an executive director candidate. When the candidate confirmed by the board is appointed as an executive director from the AGM, the Board appoints the President & CEO through final approval in accordance with the procedures stipulated by laws and regulations, thereby ending the management succession process. However, if an existing executive director is nominated as the President & CEO, the President & CEO can be appointed after deliberation by the board without the process of appointing an executive director.

In case the current President & CEO is no longer able to perform his/her duties due to personal reasons, etc., a person designated by the board in accordance with the articles of incorporation shall act on behalf of the President & CEO. The succession process should be initiated when it is necessary to appoint a new President & CEO in light of the business conditions of the company and completed in no time. In addition, the former CEOs are allowed to serve as non-registered executives or full-time advisors after retirement to support subsequent management succession.

(2) Candidate selection, management, training, etc.

Candidate selection	O
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The Company searches for suitable candidates for key positions, including that of the CEO, in advance, and manages the candidates through regular assessment and a systematic strategy to foster executives. The candidates are divided into the ‘Ready Now’ candidates, who are capable of assuming the role immediately upon their appointment and the ‘Ready Later’ candidates, who can take the role within a few years after cultivation. Multiple candidates are selected and managed in case of sudden changes in the management environment or accidents to CEOs and this matter is regularly reported to the Board.

The Company provides job rotation opportunities to candidates so that they can have experiences in different positions within the Company. The HR team ensures that the high-ranking executives who are candidates for the President & CEO position take training programs regularly to develop comprehensive management skills that are required in future CEOs, such as business strategies, leadership, global capabilities, etc., as well as educational programs, such as language courses.

(3) Training of candidates during the disclosure period

Yes/No	O
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In 2024, a total of 4 candidates enrolled in the top/senior management training course, and received a total of three weeks of training over three rounds.

(4) If there is any improvements/complemented parts to the CEO succession policy in between the start of public disclosure term and the report completion date, then provide the details.

The CEO succession policy operation and the list of candidates have been regularly reported to the Board of Directors since 2022.

B. Based on the above information, if the CEO succession policy is not in place or has any shortcomings, explain the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 3-③) The board of directors must prepare, operate, and continuously improve upon policies for internal control in order to properly manage the company's risks.

Samsung C&T has been managing its company risks by establishing and operating internal control system, such as corporate-level risk management, compliance business operation, internal accounting control system and disclosure management, etc.

A. Explain the company's internal control policy, including the following, and whether it is being continuously improved and supplemented.

(1) Is there a policy that recognizes the corporate-level risks for the purpose of sustainable growth of the company? And provide the management status.

Yes/No	O
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As the uncertainties in the business environment are increasing, the Company operates a corporate-level risk management system to ensure sustainable management and discloses how the operation system works and the management process in the sustainability report.

The Company has defined the 11 key risk areas that require corporate-level management as economic environment, policy/regulation change, business portfolio, financial stability, group operation, accounting transparency, laws and ethics, labor/human rights, safety/environment, co-prosperity and stakeholders.

The management of the 11 key risk areas is delegated to the Board and specific Committees, depending on the importance and characteristics. The roles for each risk area are assigned as below: policy/regulation change and business portfolio to the Board of Directors; group operation to the Management Committee; accounting transparency to the Audit Committee; law and ethics to the Related Party Transaction Committee; ESG and stakeholder risks to the ESG Committee, etc.

Particularly with the ESG Committee at the forefront, the Company has been strengthening the management of non-financial risks, such as environment, labor/human rights, safety/environment, co-prosperity, compliance, privacy protection, governance, etc., and deliberates in advance on major business matters that may significantly affect shareholder value.

(2) Is there a compliance policy? And provide the operation status.

Yes/No	O
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Pursuant to Article 542-13 of the Commercial Act and Article 12 of the Board Regulations, the Company has appointed a legally qualified Chief Compliance Officer to ensure that a set of compliance control standards is adopted and the compliance control standards are followed. This is stated on its business report.

The profile of the Chief Compliance Officer, as of the date on which the report was submitted, is shown in the table below.

Name	Title	Main Career	Date of Appointment (Term)
Hyundong Lee	Head of Compliance Team	<p>[Education]</p> <ul style="list-style-type: none"> - Bachelor of Laws, Seoul National University (1988) <p>[Career Experience]</p> <ul style="list-style-type: none"> - 19th class of Judicial Research & Training Institute (1988) - Prosecutor at the Seoul District Public Prosecutors' Office (1996) - CCO & EVP at Samsung C&T (2020-) 	<p>Feb. 15, 2023 (Feb. 26, 2023 – Feb. 25, 2026)</p>

Since 2020, the Company has been operating an independent and efficient compliance system with the establishment of the Compliance Team directly under the Board of Directors.

In order to establish and operate a comprehensive legal risk assessment and management system that works effectively under the Company's overall risk control system, the compliance risk management system is regularly updated.

Integrity	
Fair Trade	· No collusion or unjust support, no insider trading, no false labelling or advertising, fair trade in the capital market
Anti-corruption	· No bribery, no improper solicitation
Information protection	· Personal information protection, no unfair competition
Employment and labor	· Labor standards/labor-management relations, Visas and permits
Win-win cooperation	· Subcontracting fair trade
Safety·Environment·Quality	· No safety accident, protection of environment, secure quality
Clean organization	· Prevention of internal misconduct

Samsung C&T has revised the Compliance Code of Conduct & Compliance Guide, based compliance risk management system, and posted the relevant information on its website.

(<https://www.samsungcnt.com/esg/compliance.do#Conduct&Guide>)

In addition, compliance training programs are designed to foster a sense of law-abiding management and are provided to all executives and employees. Also, compliance code of conduct and guidance-based training is annually being carried towards employees both at home and abroad whilst contents are being produced through 6 languages including Korean. In 2024, a total of 14,071 employees took part. Aside from it, various training programs are being operated for different ranks/roles such as “Compliance Academy” that presents and discusses on experience & implications of compliance from the management including CEO and “training for targeted departments (sales, estimates, etc.)” that are expected to go through such severe legal risks of collusion, bribes, etc. Also, promotional activities to build a corporate culture of Integrity are continuously being carried out.

Furthermore, Samsung C&T operates 2-track audit system: “compliance inspection,” which is conducted by the dedicated compliance organization and “autonomous audit,” by each business group for audit that evaluates all employees' level of compliance with the Standards. After the compliance audit on violation on compliance risks and risks on violation towards all departments & sites annually hosted by Compliance Team, minor violations were immediately improved, and measures such as suspension, improvement, correction, and sanctions were taken when the possibility of a compliance risk violation was found. In addition, if necessary, discussions are carried out with the relevant departments to establish comprehensive countermeasures and manage them so that they can be implemented. The Company encourages compliance related activities by awarding outstanding employees and excellent departments. Above this, in order to enhance the effectiveness of the compliance program, the compliance evaluation for all organizations and executives is conducted and operated in conjunction with the compensation system.

Samsung C&T is running a various report channels available 24/7 and in both Korean and English, with which executives, employees, and internal/external stakeholders can request for consultation or make reports in regard to compliance/ethical issues. Each channel ensures the protection of the informant under the basic principle of confidentiality, neutrality, fairness, and no revenge while the report channel process is being operated.

External report		Internal report	
Hotline phone	02-3669-0007	Compliance system	Help Desk
E-mail	Compliance.h@samsung.com	Consultation	Ombudsperson
Law offense report	Samsung C&T website		

The Chief Compliance Officer attends all Board meetings to support the Board's legitimate decision-making, and regularly reports to the Board at least twice a year on the Company's compliance activities, compliance audit results and validation results of the compliance system as per the Company's compliance control standards.

(3) Is there an internal accounting control system? If so, provide the operation status.

Yes/No	O
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The Company has established and operates an internal accounting control system pursuant to the Act on External Audit of Stock Companies, its Enforcement Decree, and the Regulation on External Audit and Accounting. It has also developed the policies and procedures required to design, operate, assess and report its systems based on the regulation to enhance the reliability of its financial statements by designing and operating a rational and effective internal accounting control system. The Company's Regulation on External Audit and Accounting was revised in January 2019 in accordance with the amendment of the Act on External Audit of Stock Companies in November 2018; in February 2022, following the amendment of the Enforcement Decree of the Act on External Audit of Stock Companies in December 2021; and in January 2025, with the amendment of the Detailed Regulations for the Enforcement of the Act on External Audit of Stock Companies in December 2023.

The Company inspects the effectiveness of its internal accounting control system each business year pursuant to Article 17 of the Regulation on External Audit and Accounting, and reports on the result to the Audit Committee, Board and at the General Shareholders' Meeting. Throughout the year 2024, the Company conducted 1 design evaluation and 2 operational evaluations by utilizing professional consultation from external accounting firms and designated personnel of the Company based on the Conceptual Framework on Design and Operation of Internal Accounting Control System and the Guidelines for Assessment and Report on Internal Accounting Control System released by the steering committee of the Internal Accounting Control System. Based on this, as of December 31, 2024, the Company checked if the internal accounting control system is designed and operated in a way that prevents and detects errors or misconducts that may cause accounting distortions in financial statements. No

significant deficiencies or critical vulnerabilities were found in the design and operation.

Ernst & Young Hanyoung Corporation (EY Hanyoung), the Company's external auditor, has audited the operational status report of the internal accounting control system as of December 31, 2024. As a result, the external auditor has expressed an unqualified opinion, stating that "the Company has effectively designed and is operating its system as per the Conceptual Framework on Design and Operation of the system in terms of its importance.

(4) Is there public disclosure management policy? And provide the operation status.

Yes/No	O
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The Company performs public disclosure duties in compliance with relevant laws and regulations. Business reports, half-year/quarterly reports, and other documents subject to regular disclosure are written in compliance with guidelines and standards for corporate disclosure, and released as per laws including the Capital Market and Financial Investment Business Act. Large-scale related-party transactions are disclosed as per the Monopoly Regulation and Fair-Trade Act. Non-regular disclosures, such as ad-hoc disclosure, fair disclosure, and inquiry disclosure, are made based on the Securities Market Disclosure Regulations.

The department responsible for public disclosure has designated one manager and two associate managers in the IR & Finance Team of the Corporate Strategy Office to be in charge of public disclosure duties for the Korea Exchange.

The Company has internal guidelines in place, which is available on the website, to ensure timely disclosure that complies with relevant laws and regulations and to manage information subject to public disclosure in a systematic manner. Furthermore, the Company has established a corporate-wide disclosure examination system designed to enhance visibility over business matters subject to public disclosure and to follow up with the run-up to disclosure based on the internal guidelines.

In addition to the associate managers designated by the public disclosure department, the Company has designated additional managers including general managers at the business-group level, and examination managers at division and

team levels, to factor in the uniqueness of each business group including E&C, T&I, Fashion, and Resort, thereby thoroughly managing the information subject to public disclosure. Each designated examination manager gets updated on the disclosure items every week via the examination system and shares relevant information with the associate managers of the public disclosure department. Managers charged with examination follow up with the publicly disclosed information to make sure additional disclosures are made within the deadline in case of any changes or updates.

Also, the public disclosure department reviews the board agenda prior to board meetings to ensure accurate and timely disclosure of business matters.

The manager and associate managers of the Company constantly nurture their expertise by receiving relevant training on a regular basis. The Company mitigates risks that follow institutional changes by having the managers receive relevant training in advance so that they can continue their work without difficulties even in the face of legislative and policy changes.

Moreover, the public disclosure department regularly provides training to designated examination managers of each business group to enhance their understanding of the role and to strengthen their capability in the examination. Also, business matters that are subject to public disclosure are shared corporate-wide via the bulletin board and are relayed to the examination managers so that they can stay informed in case of any changes.

(5) Any other policy particularly operated by the Company for the purpose of internal control?

N/A

B. Based on the information above, if there are any parts of the internal control policy that are insufficient or are implemented at a low level compared to the size of the company, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 4) Composition of the Board

▪ The board must be composed so as to facilitate effective decision-making and supervision of management, and directors should be appointed through a transparent process which reflects the diverse opinions of shareholders.

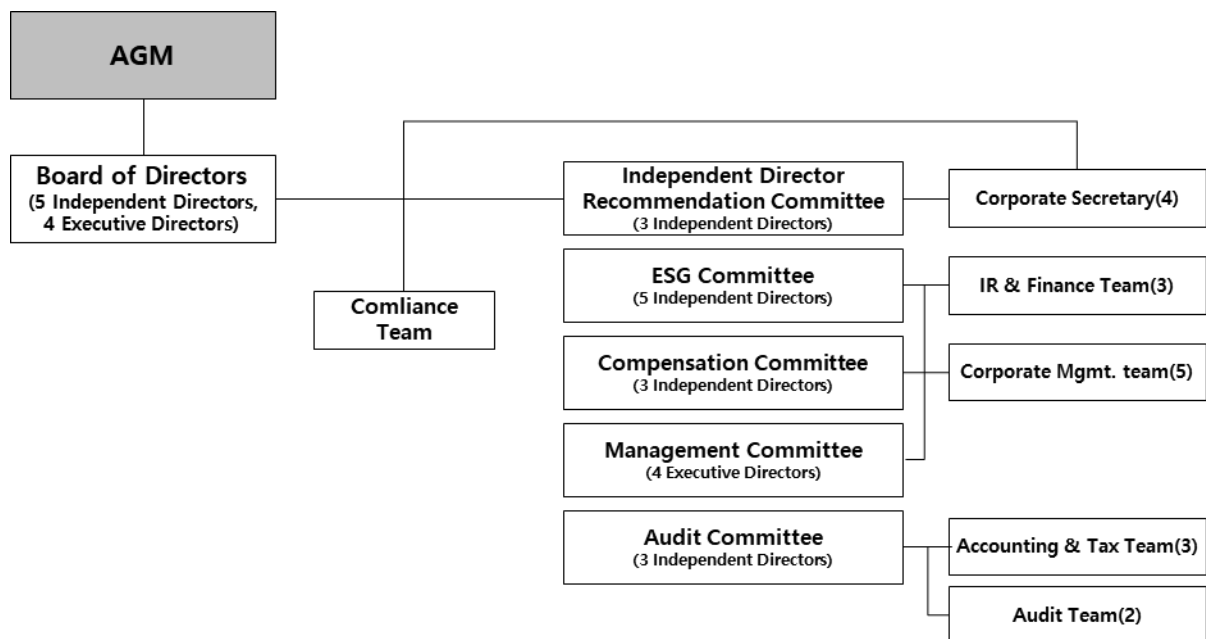
(Sub-Principle 4-①) The Board of Directors must be composed in a way that allows for effective and prudent discussion and decision-making on important matters for sustainable growth of the company, with enough number of outside directors so that it can fulfill its function independently from management and controlling shareholders.

Samsung C&T's Board consists of 9 directors in total, including 5 independent directors. The Board has sufficient number of independent directors, accounting for a majority of overall seats in the Board, in order to make the Board independent from the controlling shareholders.

A. Explain the composition of the Board of Directors.

(1) Organization of the Board, Board Committees, and relevant teams

< Table 4-1-1: Board and Board Committee Organization >



※ As of the end of April 2025

(2) Board composition, Board member age, gender, etc. status

The Articles of Incorporation of the Company stipulate that the Board of Directors must be consisted of 3 to 14 directors, but with at least 3 independent directors accounting for a majority of overall seats in the Board. The Company currently has 9 directors on the board (4 executive directors and 5 independent directors) in compliance to the legal requirement.

In an effort to ensure the independence of the Board and establish a transparent governance structure, the Company separated Chairman of the Board and President & CEO roles in March 2018 and later introduced the lead independent director system in 2020. Furthermore, the Company has been appointing an independent director as Chairman of the Board since March 2021.

In addition, to reinforce the expertise and efficiency, the Company operates 5 committees—Management Committee, Audit Committee, Independent Director Recommendation Committee, Compensation Committee and ESG Committee—under the Board. Directors possessing relevant expertise and experience are assigned to each committee to ensure optimal decision-making of matters delegated by the Board.

The chairpersons and members of the Committees are selected and reorganized with thorough consideration of the areas of specialty and operational efficiency if necessary. Accordingly, the chairpersons of the Committees are: Director Byung Suk Chung, an expert of employment and labor policies, for the ESG Committee and Independent Director Recommendation Committee; Director Joong Kyung Choi, an administration and accounting expert, for the Audit Committee; Director Janice Lee, an expert of finance and accounting, for the Compensation Committee.

In 2020, the Company established Corporate Secretary as an organization dedicated to assisting Board operations and independent director activities. Corporate Secretary and the departments assisting each committee work to assist the Board and the Board committees in making responsible decisions by preparing materials on agenda items for the Board members to thoroughly review ahead of each Board meeting and by holding review sessions when necessary, etc. Corporate Secretary also organizes briefing sessions and business site visits for independent directors to enhance their understanding of the Company's

businesses and to equip them with the information required for carrying out their duties.

< Table 4-1-2: Composition of the Board >

Name	Director type	Gender	Age	Position/Roles	Tenure (months)	Term Expiry	Expertise	Career
Byung Suk Chung	Independent	Male	72	Chairman of the Board ESG Committee (Chair) Independent Director Recommendation Committee (Chair) Compensation Committee	62	Mar.17 2026	Labor/ Employment	Professor Emeritus, Korea Univ. of Technology & Education
Janice Lee		Female	64	Compensation Committee (Chair) ESG Committee Independent Director Recommendation Committee Audit Committee	62	Mar.17 2026	Finance/ Accounting/ Risk Management	Advisor (Kim & Chang Law Firm)
Sang Seung Yi		Male	62	ESG Committee Compensation Committee	62	Mar.17 2026	Fair Trade/ Corporate Governance	Professor of Economics (Seoul National Univ.)
Joong Kyung Choi		Male	69	Audit Committee (Chair) ESG Committee Independent Director Recommendation Committee	50	Mar. 15, 2027	Accounting/ Public Administration	Chairman of GuideStar Korea
Kyung-soo Kim		Male	65	Compensation Committee ESG Committee	14	Mar. 15, 2027	Law	Yulchon LLC, Lawyer
Sechul Oh	Executive	Male	63	Management Committee (Chair)	50	Mar. 15, 2027	Corporate Management	President & CEO (Engineering & Construction)
HaiLin Jeong		Male	61	Management Committee	26	Mar.17 2026	Corporate Management	President & CEO (Resort)
Jaeon Lee		Male	57	Management Committee	14	Mar. 15, 2027	Corporate Management	President & CEO (Trade & Investment)
Joonseo Lee		Male	58	Management Committee	50	Mar. 15, 2027	Corporate Management	Executive Vice President (Fashion)

※ As of the end of April 2025

(3) Board Committees' composition, chairman and members, and responsibilities

< Table 4-1-3-1: Board Committee Status >

	Responsibilities	Total member number	Committee Code	Notes
Management Committee	Deliberate and approve business matters that have been delegated by the Board of Directors and other important business matters	4	A	-
Independent Director Recommendation Committee	Recommend suitable candidates for independent directorship by comprehensive consideration of independency, expertise and competencies	3	B	-
Compensation Committee	Deliberate on the ceiling of compensation of directors; execute other matters in relation to directors' compensation that are delegated by the board in order to define a suitable amount	3	C	-
ESG Committee	Deliberate on the corporate matters that have a significant impact on shareholder value, and matters related to corporate social responsibility, large-scale internal transactions over a certain size under the Monopoly Regulation and Fair Trade Act	5	D	-
Audit Committee	Review the financial statements and the results and process of auditing conducted by accounting firms. Also conduct operation audits on risk management and the legality of compliance issues	3	E	-

< Table 4-1-3-2 : Composition of Board Committees >

		Position	Director type	Gender	Concurrent
Management Committee (A)	Sechul Oh	Chair	Executive Director	Male	-
	HaiLin Jeong	Member	Executive Director	Male	-
	Jaeon Lee	Member	Executive Director	Male	-
	Joonseo Lee	Member	Executive Director	Male	-
Independent Director Recommendation Committee (B)	Byung Suk Chung	Chair	Independent Directors	Male	C, D
	Janice Lee	Member	Independent Directors	Female	C, D, E
	Joong Kyung Choi	Member	Independent Directors	Male	D, E
Compensation Committee	Janice Lee	Chair	Independent Directors	Female	B, D, E

		Position	Director type	Gender	Concurrent
(C)	Byung Suk Chung	Member	Independent Directors	Male	B, D
	Kyung-soo Kim	Member	Independent Directors	Male	D
ESG Committee (D)	Byung Suk Chung	Chair	Independent Directors	Male	B, C
	Janice Lee	Member	Independent Directors	Female	B, C, E
	Sang Seung Yi	Member	Independent Directors	Male	E
	Joong Kyung Choi	Member	Independent Directors	Male	B, E
	Kyung-soo Kim	Member	Independent Directors	Male	C
Audit Committee (E)	Joong Kyung Choi	Chair	Independent Directors	Male	B, D
	Janice Lee	Member	Independent Directors	Female	B, C, D
	Sang Seung Yi	Member	Independent Directors	Male	D

(4) If there is a board committee for the sustainable business operation of the Company, then provide the details of the committee's function and responsibilities.

Yes/No	O
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In 2021, considering the significance of a corporation's social responsibility and ESG business operation, Samsung C&T expanded and reorganized the Governance Committee as the ESG Committee. The ESG Committee is chaired by the chair of the Board and the committee consists of independent directors only. In April 2022, the Related Party Transaction Committee was integrated into the ESG Committee for the purpose of strengthening scrutiny on internal transactions and enhancing operational efficiency.

ESG Committee deliberates any major business matters that may have great impact to the shareholder value and reports the result the Board. It also proposes major policies to enhance the shareholder value, deliberates the social responsibility matters and large-scale internal transactions. In 2023, it deliberated and reported to the Board about the cancellation of treasury shares, the third phase of shareholder return policy, business plans, etc. Furthermore, its responsibility includes the management/oversight of business strategies,

achievements, and risks for the purpose of sustainable business operation, such as discussing the three-year mid-term plan including business/finance/ESG, ESG KPI dashboard, safety and health management, and carbon neutrality progress.

(5) Is the Chairman of the Board an independent director?

Yes/No	O
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In 2021, the Company appointed an independent director as Chairman of the Board for the first time in order to enhance the independence and transparency of the Board. The Company pursues responsible, Board-centered business operations. In 2023, Independent Director Byung Suk Chung was reappointed as Chairman of the Board and continues to serve in the position.

(6) If the lead independent director system and executive officer system are adopted, then provide the background, rationale, status, etc.

Lead independent director system	O
Executive officer system	X

Samsung C&T adopted the lead independent director system in 2020 in order to enhance the independence of the Board and to establish a transparent governance system. Article 5-2 of the Board rules, “Lead Independent Director”, defines the duties and responsibilities of the lead independent director. However, in 2021, an independent director was appointed as Chairman of the Board, so the Chairman is serving the lead independent director position as well.

Meanwhile, the Company does not have an executive officer system, but the Board and CEOs are in charge of important decision making, oversight, and execution.

B. Based on the above information, if there are any shortcomings related to the composition of the board of directors and the independence of outside directors, explain the reasons and future improvement plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub principle 4-②) The Board of Directors must be composed in a way that enables effective and prudent discussion and decision-making, with enough number of outside directors so that it can fulfill its function independently from management and controlling shareholders.

Samsung C&T's Board consists of total 9, where five are independent directors with expertise in various fields and four are executive directors operating each business group. The Board complies with above mentioned sub principle.

A. Explain the current status of the Board of Directors.

(1) If there is a policy to secure expertise, responsibility and diversity of the Board, then provide the status, and if the Board consists of single gender, then provide the rationale.

The Board is obliged to ensure gender diversity?	O
Gender diversity	O

The Company, to ensure that the Board of Directors contributes to the management of the Company and provides effective management oversight, aims to secure diversity, expertise, independence of the Board.

Samsung C&T's Board of Directors consists of 9 members—4 executive directors responsible for managing individual business groups, and 5 independent directors who possess expertise in diverse fields.

Director Byung Suk Chung strives to secure the transparency of the governance system and the independence of the Board as the Chairman of the Board elected initially in 2021 and re-elected in 2023 based on his experience in supporting the adoption of the minimum wage system and the employment insurance system.

Director Janice Lee provides a diverse perspective to the Board as a female business leader who has experiences in various industries, such as finance, telecommunication, machinery, etc., and expertise in finance and risk management, while strengthening the risk management of the Company as a former CFO of multiple companies and an expert in accounting and finance.

Director Sang Seung Yi contributes to improving the management transparency and governance of the Company based on his extensive expertise in fair trade and governance.

Director Joong Kyung Choi reinforces the board-centric management system and facilitate strategic decision-making in pushing for businesses around the globe based on his expertise in finance and accounting, a global network as a former Minister of Knowledge Economy and a former president of the Korean Institute of Certified Public Accountants.

Kyung-Soo Kim is currently serving as a lawyer with a specialty in serious disaster/taxation/fair trade areas at Yulchon law firm. With his expertise in the legal field, he is expected to review legal risks on the Board level and strengthen the Board's capability of legal advisory on each business group's operations. He is expected to enhance the transparency of business management by providing legal insights.

On top of that, Executive Directors Sechul Oh (E&C), HaiLin Jeong (Resort), Jaeon Lee (T&I) and Joonseo Lee (Fashion), as the President & CEO of each group, conduct responsible management based on years of experience and expertise in each business group.

In terms of expertise and diversity of the independent directors (when allowing for duplicate listing), the Company employs 1 former business leaders, 2 accounting/finance experts, 1 employment/labor expert, 1 fair trade/corporate governance expert, 2 policy experts, 1 legal expert, 1 female and 1 non-Korean directors. In addition, all independent directors meet the qualification required by the Commercial Act and other relevant laws.

(2) Changes in director appointment status in between the start of the disclosure period and the date of report completion

The appointment and changes of directors are as follows:

< Table 4-2-1: Appointment and Changes of Directors >

Name	Director type	Date of Appointment	Date of Term Expiry	Date of Change	Reason for Change	Current Status
Philippe Cochet	Independent Directors	Mar 22, 2018	Mar 19, 2024	Mar. 15, 2024	Resignation	Retired
Joong Kyung Choi		Mar 19, 2021	Mar.15, 2027	Mar.15, 2024	Re-appointment	Incumbent
Kyung-soo Kim		Mar.15, 2024	Mar.15, 2027	Mar.15, 2024	Appointment	Incumbent
Jung Suk Koh	Executive Director	Mar 22, 2018	Mar 19, 2024	Mar.15, 2024	Resignation	Retired
Sechul Oh		Mar 19, 2021	Mar.15, 2027	Mar.15, 2024	Re-appointment	Incumbent
Jaeon Lee		Mar.15, 2024	Mar.15, 2027	Mar.15, 2024	Appointment	Incumbent
Joonseo Lee		Mar 19, 2021	Mar.15, 2027	Mar.15, 2024	Re-appointment	Incumbent

※ As of the end of April 2025

B. Based on the above information, if there are any shortcomings in the composition of the board of directors in terms of diverse background, expertise, and responsibility, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 4-③) Fairness and independence must be secured during the recommendation and appointment process of the candidates for the directors.

The Company operates an Independent Director Recommendation Committee, which recommends independent director candidates to the AGM after reviewing their independence, capacity, and expertise; The Company complies with the above sub-principle.

A. Is there an independent director recommendation committee to appoint executive/independent directors? Then, explain the activities of the committee.

Committee Yes/No	O
Percentage of independent directors in the Committee	100%

The Company operates an Independent Director Recommendation Committee (composition: 3 independent directors/all independent), which reviews independent director candidates for the independence, capacity and expertise that befits a global company, and recommends candidates to shareholders at the General Shareholders Meeting.

To this end, the Independent Director Recommendation Committee identifies and updates the pool of independent director candidates to include experts with expertise (such as business, economy, accounting, law, and other relevant technologies) and experiences (such as CEOs of major companies in the industry) at home and broad, by conducting a comprehensive analysis on the current board structure, board directors' capacity and diversity, tenure, etc., so as to ensure that directors are equipped with (1) independence, (2) expertise, (3) diversity to contribute to the business operation and effectively oversee the company. This director candidate update/management process is carried out yearly and done via various channel including a professional search firm, in order to ensure that experts with notable achievements and reputation to be included in the Company's candidate pool and be fully qualified under the relevant laws and regulations (Article 23 of the Articles of Incorporation).

In care of appointing a new independent director, the Company utilizes its "Board Skills Matrix" to screen the legal qualification of candidates and review

whether the candidates' skills are suitable/usable to the Company by considering (1) the expertise needed from the perspective of the mid- to long-term business strategy, (2) nationality/gender considering the current diversity of the Board, (3) requests from the external stakeholders, (4) internal and external business environment, etc. Each member of the Independent Director Recommendation Committee shall conduct a detailed evaluation and discuss opinions to determine the candidate ranking, have a deeper discussion on evaluating the multiple candidates, and decide the final candidate.

B. Explain whether the company is providing shareholders with sufficient information and time to review director candidates

(1) Did the Company provide detailed information on candidates when there is a director appointment agenda for AGM in between the start date of the disclosure term and the date of report completion?

Moreover, to provide shareholders with sufficient information on candidates, the Company provides information, such as candidate names and profiles, 4 weeks prior to the General Shareholders Meeting.

In the case of executive directors, the Company selects the most adequate candidate amongst a pool of candidates who have been selected under the management cultivation process, nominates the candidate at a Board meeting, and appoints the candidate by an approval at the General Shareholders Meeting.

The information provided on the director candidates is as follows.

< Table 4-3-1: Information Provided on Director Candidates at the AGM >

		Date of provision (①)	Date of AGM (②)	Prior information provision period (days) (②-①)	Director Candidate	Details	Notes
60 th AGM	Sechul Oh Jaeon Lee Joonseo Lee	Feb. 14, 2024	Mar. 15, 2024	30 days	Executive director	- Name, date of birth, recommender, relations with the largest shareholder, independent director candidate, etc. - Primary occupation, career highlights, recent 3-year transaction with the relevant firm	
	Joong Kyung Choi Kyung-soo Kim	Feb. 14, 2024	Mar. 15, 2024	30 days	Independent director	- Tax delinquency, management position held at the insolvent company, any legal disqualifications - Plan for the execution of position (independent directors only) - Grounds for recommendation from the Board	

(2) If there is a director candidate for re-appointment, then is his/her board activities are publicly disclosed? Provide measures and details.

Board activities information provided?	O
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When there is an independent director candidate for re-appointment, the Company discloses the activities of the director along with the AGM convocation letter. In case of the re-appointment, past board activities are also provided in the business report.

C. State whether the cumulative voting system is adopted and explain what measures and efforts are being taken to listen to the opinions of minority shareholders in the process of selecting director candidates and appointing directors.

Cumulative voting system applied?	X
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The Company does not adopt a cumulative voting because the recommendation and appointment of a director process has secured fairness and independence. However, to listen to the opinions of its minor shareholders, the shareholder proposal guidelines are provided on the Company website.

D. Based on the above information, if there are any shortcomings in securing fairness and independence in the process of recommending and selecting director candidates, then provide the reasons and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 4-④) The Company should ensure that those who have been found to be responsible for defamation of enterprise value or infringement of shareholder interest shall not be appointed as a management executive.

The Company strives not to appoint a person who has damaged the corporate value/shareholder value as an executive, as well as to protect the corporate value by reviewing relevant departments frequently and prevent such person's promotion.

A. Explain the appointment of executives responsible for damaging corporate value or violating shareholder rights, including unregistered executives.

(1) Registered director status

< Table 4-4-1: Registered directors status >

Name	Gender	Title	Employment	Position
Byung Suk Chung	Male	Director	Part-time	Chairman of the Board ESG Committee (Chair) Independent Director Recommendation Committee (Chair) Compensation Committee
Janice Lee	Female	Director	Part-time	Compensation Committee (Chair) ESG Committee Independent Director Recommendation Committee Audit Committee
Sang Seung Yi	Male	Director	Part-time	ESG Committee Compensation Committee
Joong Kyung Choi	Male	Director	Part-time	Audit Committee (Chair) ESG Committee Independent Director Recommendation Committee
Kyung-soo Kim	Male	Director	Part-time	Compensation Committee ESG Committee
Sechul Oh	Male	President	Full-time	President & CEO (Engineering & Construction), Management Committee (Chair)
HaiLin Jeong	Male	President	Full-time	President & CEO (Resort), Management Committee
Jaeeon Lee	Male	President	Full-time	President & CEO (Trade & Investment), Management Committee
Joonseo Lee	Male	EVP	Full-time	Executive Vice President (Fashion), Management Committee

(2) Non-registered directors status

Name	Gender	Title	Employment	Position
Seohyun Lee	Female	President	Full-time	Head of Strategic Planning
Byung il Kang	Male	President	Full-time	Head of EPC competitiveness improvement T/F
Sun Myung Kang	Male	EVP	Full-time	Head of Legal Team Concurrent) CSO Legal Team
Hochan Park	Male	EVP	Full-time	North America RHQ Concurrent) Head of North America industrial materials
Hyundong Lee	Male	EVP	Full-time	Head of Compliance Team
Kuejong Song	Male	EVP	Full-time	Head of Corporate Strategy Office
Danny Hwang	Male	EVP	Full-time	Head of Quality Division
Jung Hyun Nam	Male	EVP	Full-time	Modular Team
Youngwoo Huh	Male	EVP	Full-time	China RHQ Concurrent) Head of Branch, Shanghai
ByungChul An	Male	EVP	Full-time	Head of HSE Division, CSO (Chief Safety Officer)
Young Min Bae	Male	EVP	Full-time	Head of IR & Finance Team
Jongyi Yun	Male	EVP	Full-time	Head of EPC Business Unit, HSE manager
Byungsik So	Male	EVP	Full-time	Head of ENG Division
Alex C.W. Lee	Male	EVP	Full-time	Head of Energy Solution Business Unit, HSE Manager
Hyungkeun Chi	Male	EVP	Full-time	Head of Domestic Business Support Division
Hak Ki Lee	Male	EVP	Full-time	Head of Legal & Compliance Team
Heonju Lee	Male	EVP	Full-time	Head of Legal Team
Byung Soo Lee	Male	EVP	Full-time	Head of Global Business Development Division
Sunkyoo Han	Male	EVP	Full-time	Head of Auditing Team
Cheasung Lee	Male	EVP	Full-time	Head of Corporate Management & Support Team Concurrent) Head of
Taekyun Kim	Male	EVP	Full-time	Strategic Planning Division

Name	Gender	Title	Employment	Position
Sangkuk Kim	Male	EVP	Full-time	Head of Building & Residential Business Unit, HSE Manager
Jungwook Kim	Male	EVP	Full-time	Head of U&I Business Unit, HSE Manager
Hyuk Shin	Male	EVP	Full-time	Taiwan Urban Biz Executive
Hyungwook Woo	Male	EVP	Full-time	Head of Accounting & Tax Team
Kyeongsu Lee	Male	EVP	Full-time	Head of Global Business Development Department
Sang-Yoon Lee	Male	EVP	Full-time	Head of Steel Division
Youngjae Choi	Male	EVP	Full-time	Head of High-tech Business Unit, HSE Manager
Jaywoo Kim	Male	EVP	Full-time	Head of Life Science Biz. T/F
Heuijin Ko	Female	EVP	Full-time	Head of 8Seconds Division
Teckyoung Bae	Male	EVP	Full-time	Head of Resort Business Division
Nam Young Park	Female	EVP	Full-time	Head of Strategic Planning Division
Hojin Jung	Male	EVP	Full-time	Head of New Biz Development Business Unit
Myungsuk Kim	Male	EVP	Full-time	Head of Residential Department
Kevin Bae	Male	EVP	Full-time	Project Director of USA T1 Project
KwangHee Won	Male	EVP	Full-time	Head of Europe Africa & Middle East RHQ
Hoyoung Jung	Male	EVP	Full-time	Head of Chemicals Division
Jaewoong Jeong	Male	EVP	Full-time	Head of Communication Team
Sorhan Lee	Female	EVP	Full-time	Overseas Merchandising Division 1
Wookjun Jung	Male	EVP	Full-time	Creative Director of Juun.J Team
Kyu Doe	Male	EVP	Full-time	Head of Infra Biz Department
Chang Won Lee	Male	EVP	Full-time	Head of HR (Concurrent) Head of Social Contribution Office
Sungjun Kim	Male	EVP	Full-time	Head of ES Sales Department
Young Rae Kim	Male	EVP	Full-time	Head of High-tech Business Department
Edward Heesub Cho	Male	EVP	Full-time	Head of Energy Division
Byeong-Yun Jang	Male	EVP	Full-time	Head of Management Advisory Team

Name	Gender	Title	Employment	Position
Suk Choi	Male	EVP	Full-time	Head of Materials Division (Concurrent) Head of Industrial Materials Team 1
Hyejung Helen Cho	Female	EVP	Full-time	Head of DxP Department
Cheonhong Park	Male	EVP	Full-time	Head of Innovation Lab 510 T/F
Joonbyoung Yoon	Male	VP	Full-time	Head of Gangneung Support Team
Seungman Hwang	Male	VP	Full-time	Fashion IT Innovation Division
Sung R. Yoon	Male	VP	Full-time	E&C Head of RM Team
Jaesung Lee	Male	VP	Full-time	Head of HSE Center
Wonseog Gu	Male	VP	Full-time	Head of Nuclear Plant Biz Department
Dongwoon Kim	Female	VP	Full-time	Online Business Headquarters
Seong Kon Kim	Male	VP	Full-time	Head of ENG Department
YoolHo Do	Male	VP	Full-time	High-tech HSE Team Leader
Sung Hyuk Park	Male	VP	Full-time	Amiral Cogen PMO PD
Kyungju Kang	Male	VP	Full-time	Head of Urban Biz Department
Taewoung Kang	Male	VP	Full-time	Head of Accounting & Tax
Seoungmin Kim	Male	VP	Full-time	Head of Golf Business
Seungil Na	Male	VP	Full-time	Head of Tokyo Office
RokHun Lee	Male	VP	Full-time	Head of Southeast Asia & South Asia & Pacific RHQ
JuYong Lee	Male	VP	Full-time	Procurement Planning Team Leader
YoungSun Lim	Male	VP	Full-time	Head of Infra Proposal Team
Insoo Joe	Male	VP	Full-time	Head of M&E Department
Hyungu Kang	Male	VP	Full-time	Head of Information Security Team
Myoung Chan Song	Male	VP	Full-time	Site Manager of Qatar LNG
HongJae Ahn	Male	VP	Full-time	Head of Urban M&E Team
Yongjin Lee	Male	VP	Full-time	Chemicals Team 2 Leader
KeunHo Cho	Male	VP	Full-time	Communication Team
Mijung Chae	Female	VP	Full-time	Head of Samsung Deutschland GmbH
Minkwan Kim	Male	VP	Full-time	Head of Automation Solution Team

Name	Gender	Title	Employment	Position
Juyoul Kim	Male	VP	Full-time	Head of Gas ENG Team
Kwi-seok Lee	Male	VP	Full-time	Head of Sales Strategy Division
Seung Yeob Lee	Male	VP	Full-time	Head of Urban PM/CM Team
JH Lee	Male	VP	Full-time	Head of Clean Energy Team
Cheoljin Lim	Male	VP	Full-time	Head of Residential Sales Team 1
Ilgyu Jang	Male	VP	Full-time	Head of High-tech Innovation Department
Hojin Jung	Male	VP	Full-time	Head of ES Business Support Team
Yongnam Jo	Male	VP	Full-time	Head of Management Support Team
Soyoung Ji	Female	VP	Full-time	Head of Home&Building Platform Biz Team
Kyungguen Choi	Male	VP	Full-time	Head of Steel Team 3
Wonsuk Pyo	Male	VP	Full-time	Head of Renewables Biz Department
Wook Heo	Male	VP	Full-time	Head of Global D&I Team
Andrew Ahn	Male	VP	Full-time	Head of Renewables Biz Development Team
Donghee Kang	Male	VP	Full-time	Head of High-tech M&E Team
Byung Kang	Male	VP	Full-time	Corporate Strategy Office
Hankil Kwon	Male	VP	Full-time	Head of Samsung Fashion Trading Co., Ltd.
DoHyeong Kim	Male	VP	Full-time	Head of Residential Sales Team 2
Hyoungwook Kim	Male	VP	Full-time	Head of Corporate Management Team
HongGil Park	Male	VP	Full-time	Project Manager of Bangladesh Meghnaghat CCPP
Jae Hyun Bae	Male	VP	Full-time	Head of Overseas Legal Group
Sang Hoon Shin	Male	VP	Full-time	Head of Urban ENG Team
Jaewon Sim	Male	VP	Full-time	Head of Human Resources Administration Division
Yang Kon Yoo	Male	VP	Full-time	Head of Sales & Marketing (Resort)
GeunSeok Lee	Male	VP	Full-time	Head of Steel Team 1
Mooyoung Lee	Male	VP	Full-time	Head of Men/Contemporary Division
Il-Kwon Lee	Male	VP	Full-time	Head of New Biz Development Team
Kapbong Jang	Male	VP	Full-time	EPC competitiveness improvement T/F
KiDeok Cheong	Male	VP	Full-time	Project Director of Domestic Building

Name	Gender	Title	Employment	Position
Juyong Jeong	Male	VP	Full-time	Head of U&I HSE Team
Hangseok Cho	Male	VP	Full-time	Head of Marketing Division
Changkuk Jin	Male	VP	Full-time	Project Director of UAE Fujairah F3 IPP
Joon Young Choi	Male	VP	Full-time	Head of Infra Biz Team
Hyeon Cheol Choo	Male	VP	Full-time	Head of Latin America RHQ
Steve Han	Male	VP	Full-time	Head of Urban Biz Team
Kyle Hong	Male	VP	Full-time	Head of Fertilizers Team
Seh Eun Kim	Male	VP	Full-time	Head of India Biz Execution T/F
Sungjin Kim	Male	VP	Full-time	Head of Finance & Accounting Team
Jaehyung Kim	Male	VP	Full-time	Head of Renewables Sales Team
U.K Kim	Male	VP	Full-time	Head of Nonferrous Metals Team
Jung Eun Kim	Male	VP	Full-time	Head of Nuclear Plant Sales Team
Jong-Hoon Kim	Male	VP	Full-time	EPC Competitiveness Improvement T/F (Energy·Environment)
Charley Kim	Male	VP	Full-time	Global IR
T.Y. Kim	Male	VP	Full-time	Management Advisory Team
Honglag Kim	Male	VP	Full-time	Head of Human Resources Team
Hebert Kim	Male	VP	Full-time	Head of Park Operations
Insuk Park	Female	VP	Full-time	Head of Remodeling Team
SungCheol Ahn	Male	VP	Full-time	Head of Investment & Operation Department
Jay B. Ahn	Male	VP	Full-time	Head of Corporate HR & Communication (Concurrent) Head of Experience Innovation Biz Team
Eunkyung Won	Female	VP	Full-time	Head of BEANPOLE Division
Sangyong Lee	Male	VP	Full-time	Head of Global Infa Business Development Team
Sang-Hun Lee	Male	VP	Full-time	Head of GSS Business Support
Jungwon Lee	Male	VP	Full-time	Head of High-tech Business Team
KiSuk Chung	Male	VP	Full-time	Head of Renewables Technology Team
SungHyun Jung	Male	VP	Full-time	Head of Industrial Materials Team 2
Hui Hyun Kim	Male	VP	Full-time	Project Manager of Saudi Jubail New

Name	Gender	Title	Employment	Position
				Cogen PMO
Dongkyu Byun	Male	VP	Full-time	Head of Residential Technology Innovation Team
Sang-Sik Yeo	Male	VP	Full-time	Head of Saudi Arabia Office
ByoungYong Yea	Male	VP	Full-time	Head of Residential & Dev. Biz Support Team
Kyungmin Lee	Male	VP	Full-time	Management Advisory Team
SangHyun Yi	Male	VP	Full-time	Head of Support Team
SeongBae Chun	Male	VP	Full-time	Head of Business Management Team
Ju Hyun Jin	Male	VP	Full-time	Project Director of High-tech Business Department
Youngmin Cho	Male	VP	Full-time	Head of Quality & Safety & Health & Environment
Sung Uk Kang	Male	VP	Full-time	Head of Steel Team 2
Moonsung Bae	Male	VP	Full-time	Head of Legal Team
Soon Kwon	Male	VP	Full-time	Head of Renewable Energy Team
Suho Shin	Male	VP	Full-time	Finance/RM
Youngmi Park	Female	VP	Full-time	Head of Women/Contemporary Division
Sangwook Ahn	Male	VP	Full-time	Head of Business Administration Division
TaeGyu Kang	Male	VP	Full-time	IR Planning
Seung Kyu Han	Male	VP	Full-time	Head of Global Business Development Team
Minyong Park	Male	VP	Full-time	Head of Development Biz Department
SinHyuck Kang	Male	VP	Full-time	Head of Global Building Business Development Team
Ju Young Kim	Male	VP	Full-time	Head of Residential Sales Strategy Team
Sean Hyung-Kook Kim	Male	VP	Full-time	Head of SCTA Renewable Energy Team
JungSoo Noh	Male	VP	Full-time	Head of High-tech Estimation Team
Kilsang Ryu	Male	VP	Full-time	Communication Team
Andrew Bae	Male	VP	Full-time	Head of Otelinox Sales Team
TK Song	Male	VP	Full-time	Head of BEAKER Division
Sangwoo Shin	Male	VP	Full-time	Head of Legal Team (Domestic Legal Group)

Name	Gender	Title	Employment	Position
Gyoon-joong Yoon	Male	VP	Full-time	EPC Competitiveness Improvement T/F
Donghun Yun	Male	VP	Full-time	Head of HSE Operation Team
JunYoung Yoon	Male	VP	Full-time	Project Manager of Malaysia Petronas Podium PM
Il Han Lee	Male	VP	Full-time	Head of Partner Relations Team
Jinsuk Yim	Male	VP	Full-time	Head of Nuclear Plant Business Team
Yongsuk Jung	Male	VP	Full-time	EPC Competitiveness Improvement T/F
Yong Soo Jung	Male	VP	Full-time	Head of Corporate Planning Team (Concurrent) New Business
Taejin Jung	Male	VP	Full-time	Head of Corporate Communications Team
Hwan Woo Jung	Male	VP	Full-time	Head of Domestic Infra Biz Development Team
Youngjin Cho	Male	VP	Full-time	Management Support
Siwon Hyung	Female	VP	Full-time	Head of DxP Biz Strategy Team

※ As of the end of April 2025

(3) Is there a policy to prevent a person who has damaged the corporate value or violated the shareholder rights from being promoted to an executive?

Yes/No	O
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The Company has stipulated that “compliance of law and ethics” as the Company’s business principle in order to fulfill its social responsibility and role as a business entity, and it has established rules regarding the executives’ appointment, evaluation, restrictions named as “Treatment of executives”. To protect the enterprise value and shareholder rights, the Company conducts a thorough review when appointing a management executive or assigning executive tasks, and examine whether the person has damaged the Company through embezzlement, malpractice and/or unfair trading as defined in the Financial Investment Services and Capital Markets Act based on any verdict. It also strives to protect the enterprise value by subjecting executives to regular compliance reviews by the Management Advisory Team and restricting promotions of those who receive disciplinary action beyond a reduction in salary.

(4) As of the date of report submission, has a person appointed as an executive ever been indicted for embezzlement, malfeasance, unfair trade stated by Financial Investment Services and Capital Markets Act, unfair assistance stated by Monopoly Regulation and Fair Trade Act, or the suspicion of defraud; had a record of final verdict for such charge; or been recommended to be dismissed by Securities and Futures Commission for violating accounting management rules stated by the external audit law?

N/A

(5) Has the shareholder representative ever filed a lawsuit against the Company in between the start of the disclosure term and the date of report completion?

N/A

D. Based on the above information, if there are any shortcomings in efforts to prevent those responsible for damaging corporate value or violating shareholder rights from being appointed as executives, then explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 5) Responsibilities of Independent Directors

▪ Independent directors must be able to independently participate in important corporate management decision-making, supervise and support the management as a member of the board.

(Sub-Principle 5-①) Independent directors must not hold significant personal interest in the company, which the company must confirm during the appointment stage.

To ensure the independence of the independent directors, the Company endeavors to prevent any major conflict of interests with them and check any potential conflict from the point of appointment phase.

A. Explain the overall relationship of interest between the outside director in office and the relevant company as of the date of report submission.

(1) Do independent directors have a history of working for the company or its affiliates? If so, provide the details.

To ensure that the independent directors can independently participate in making important decisions and oversee/assist management as members of the Board, the Company verifies the existence of material interest in the Company the independent directors may have as well as the existence of material interest with the Company or controlling shareholders, which is not in violation of legal qualification.

To be eligible as an independent director, individuals must satisfy the qualifications laid out by the relevant laws and regulations, while persons who have been employed by the Company or any of its affiliates within the recent 2 years (as defined in the Monopoly Regulation and Fair Trade Act), major shareholders of the Company and blood relatives are excluded from eligibility.

Also, in appointing an independent director, the Company convenes an Independent Director Recommendation Committee for a candidate screening process, through which the committee verifies that the candidate satisfies the qualifications and is not in conflict of interest under the relevant laws and Company regulations. Furthermore, in the event that a director intends to carry out a transaction with the Company, pursue a business opportunity with the

company or use company assets, the Company verifies the legality of the matter by requiring it to be approved by the Board.

The employment history of all 5 independent directors with the Company and its affiliates are as follows:

< Table 5-1-1: Years of service of Independent Directors as of the date of report submission >

Name	Period of Service (Months)	Period of Service including affiliates (Months)
Byung Suk Chung	62	62
Janice Lee	62	62
Sang Seung Yi	62	62
Joong Kyung Choi	50	50
Kyung-soo Kim	14	14

※ As of the end of April 2025

(2) Is there any record of transaction, during the last three years, between Samsung C&T (including its affiliates) and the independent director or the company where the independent director is a controlling shareholder?

N/A

(3) Is there any record of transaction, during the last three years, between Samsung C&T and the company where the independent director is employed?

SCT conducts prior review to prevent a candidate who can be potentially disqualified according to the Article 542-8 of Commercial Act from being appointed as an independent director. For example: (1) An employee of a corporation whose trade amount with SCT in the last three fiscal years exceeds either total asset or 10/100 of total sales and (2) An employee of a corporation who recently signed a deal with SCT, where the deal amount equals or exceeds 10/100 of total sales.

Below is the list of deals signed between SCT and the companies where current independent directors of SCT are employed. The amount of all deals were less than 1% of SCT's total sales, so there was no deal that would disqualify any independent director.

(Unit : KRW 100 million)

Name	Company name	Transaction type	2022	2023	2024
Janice Lee	S-Oil (Independent director)	Sales	475	239	294
		Purchase	759	277	0
Sang Seung Yi	Hyundai Motors (Independent director)	Sales	0	0	1
		Purchase	9	6	3
Joong Kyung Choi	CJENM (Independent director)	Sales	4	2	4
		Purchase	13	10	1
Kyung-soo Kim	Yulchon, LLC (Lawyer)	Sales	0	0	0
		Purchase	12	6	14
	Hanwha Energy (Independent director)	Sales	36	61	78
		Purchase	0	0	6

(4) Is there any policy stating the process and regulations to check the above transactions?

Yes/No	O
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Samsung C&T has a strict examination process in order to exclude a director candidate who can't fulfill his/her duties as an independent director or could negatively impact the business operation by analyzing the independency standards defined by the Articles of Incorporation and other legal requirements when seeking/managing the director candidate pool and appointing a director. Also, the Company checks the shares ownership of registered directors and whether they own an influential company, and enforce them to obtain the Board's prior approval when there is trading between a director and the company according to the Board's rule

B. Based on the above information, if there are any shortcomings in the efforts to appoint outside directors who do not have a significant interest in the company, then explain the reasons and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 5-②) Independent directors must put in sufficient time and effort into performing their duties.

Samsung C&T's independent directors are actively participating in various programs, such as safety prior examination, business status conference, visiting business sites, etc., as well as being informed of business data provided by the company for the purpose of fully performing the duties.

A. Explain all matters related to the performance of duties by outside directors.

(1) there any internal policy for concurrent position of an independent director?

Yes/No	☐
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As per the Company's Articles of Incorporation, directors may not engage in commercial activities that are similar to those of the Company unless they receive prior approval from the Board of Directors. Currently, the Company does not have any independent directors holding concurrent offices in any other peer company in the same industry.

Independent directors, in order to faithfully perform their duties, review the management information provided by the Company and the Board/Committee agenda items ahead of Board meetings, and participate in business status briefings, business site visits, Audit Committee member external training, etc.

(2) Independent directors' concurrent position status as of the report submission date

< Table 5-2-1: Status of Concurrent Titles of Independent Director s>

Name (Auditor)	Audit Committ ee	Date of Appoi ntment	Date of Term Expiry	Current Position	Concurrent Position			
					Organiza tion	Position	Starting month of concurrent position	Listed/ Unlisted
Byung Suk Chung	X	Mar 20 2020	Mar 17 2026	Emeritu s Profess or, (Korea Univ. of Technol ogy and Educati on)	N/A	N/A	N/A	N/A
Janice Lee (Auditor)	O	Mar 20 2020	Mar 17 2026	Advisor (Kim & Chang Law Firm)	N/A	N/A	N/A	N/A
Sang Seung Yi (Auditor)	O	Mar 20 2020	Mar 17 2026	Profess or of Econo mics (Seoul Nationa l Univ.)	HYBE	Independe nt Director	March 2025	Listed
Joong Kyung Choi (Auditor)	O	Mar. 19, 2021	Mar. 15, 2027	Chairm an (Guide Star Korea)	CJ ENM	Independe nt Director	March 2020	Listed
Kyung- soo Kim	X	Mar.15, 2024	Mar. 15, 2027	Lawyer of Yulchon LLC	Hanwha Energy	Independe nt Director	April 2020	N/A

B. Based on the above information, if there is a matter where the outside director is not investing enough time and effort to faithfully perform his/her duties, then explain the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 5-③) The company must sufficiently provide independent directors with the information and resources they require to carry out their duties.

There is a dedicated team to support the independent directors and it regularly provides agenda briefing sessions, opportunity to visit business sites, and classes.

A. Explain the policies established by companies to support outside directors in performing their duties and the specific operation status

(1) Whether the company provides personnel and material support to independent directors as well as the internal company information

Pursuant to the Articles of Incorporation and Board Regulation, in convening a board meeting, once the date of the meeting has been set, the company notifies each director at least 24 hours prior to the meeting via a letter, electronic letter, or verbal notification. The meeting agenda and key reporting materials are sent to each independent director in advance to allow them to thoroughly review and understand the agenda, while holding separate agenda briefing meetings prior to the board meeting if necessary.

In addition, the company has held quarterly business status briefings for independent directors in which it provides operational updates and reporting on key management issues.

(2) Is there any team to respond to the independent directors needs, such as request for information (data)?

Yes/No	☐
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Also, the company formed the Corporate Secretary which assists independent directors by providing them with agenda materials, training sessions such as visiting business sites at home and abroad, etc.

(3) Whether there is any education for independent directors to help them fulfill their duties

Yes/No	O
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In line with its emphasis on field-oriented management, the Company organizes field visits to domestic and overseas business sites for independent directors to enhance their understanding of the Company's businesses.

Furthermore, the Company arranges external expert sessions to host not only talks on the latest trends but also opportunities to listen to suggestions and discuss them to improve Board and Committee activities.

Meanwhile, pursuant to relevant regulations, when necessary, the Board of Directors and each board committee may have a relevant employee or outside person attend and speak at the meetings or appoint external experts as consultants to conduct research tasks.

(4) Is there any meeting session where only independent directors participate aside from regular board sessions in between the start of the disclosure period and the date of report submission?

Yes/No	O
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< Table 5-3-1: Meeting sessions only attended by Independent Directors >

No.	Type	Date	Attendance	Total director number	Agenda Item	Note
'24 1st	Regular	Jan. 30, 2024	5	5	- 2023 performance and 2024 management target	
'24 2nd	Ad hoc	Feb. 13, 2024	5	5	- 2024 management plan	
'24 3rd	Ad hoc	Apr. 12, 2024	1	5	- Orientation for new independent director	
'24 4th	Regular	Apr. 23, 2024	4	5	- 2024 Q1 performance and first-half outlook	
'24 5th	Ad hoc	May 28, 2024	5	5	- Review of domestic business status (understanding the residential trends and reviewing the status of the housing business)	
'24 6th	Ad hoc	Jun. 24-29, 2024	4	5	- Review of a business site in the Americas (status of High-tech business of E&C and North America office & Solar Power development business of T&I)	

'24 7th	Regular	Jul. 30, 2024	5	5	- 2024 Q2 performance and full-year outlook	
'24 8th	Regular	Oct.29, 2024	5	5	- 2024 Q3 performance and full-year outlook	
'24 9th	Ad hoc	Oct.29, 2024	5	5	- External expert session (trends in mandatory disclosure at home and abroad)	
'24 10th	Ad hoc	Dec.10, 2024	5	5	- 2025 management plan - External expert session (biodiversity, human rights/supply chain management)	
'25 1st	Regular	Jan. 21, 2025	5	5	- 2024 performance and 2025 management target	
'25 2nd	Regular	Apr. 28, 2025	5	5	- 2025 Q1 performance and first-half outlook	
'25 3rd	Ad hoc	Apr. 29, 2025	5	5	- External expert session (Board/Committee activity evaluation)	

※ Trainings only for independent directors included

B. Based on the above information If there are any shortcomings in regard to corporate support required to perform duties as an outside director, then explain the reasons and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 6) Evaluation of independent director activities

▪ To encourage active engagement in duties, the activities of independent directors must be subject to fair evaluation upon which remuneration and reappointment decisions are to be made.

(Sub-Principle 6-①) Evaluation of independent directors must be based on individual performance, while the results of the evaluation must be reflected into considerations for reappointment.

The company analyzes and conducts self-evaluation on the yearly activities of the board, its committees, and individual directors. In case of re-appointment, evaluation result of previous term is also considered.

A. Explain whether individual evaluations of outside directors are conducted and whether the evaluation results are reflected in re-appointment

(1) Are independent directors are individually evaluated? If so, provide the details.

Individual evaluation Yes/No	O
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The Company officially adopted individual and mutual evaluation of independent directors through the Board approval in October 2024 and started implementing the evaluation in December 2024. Prior to the official introduction, the Company conducted a pilot evaluation in December 2023 and reported its results and implementation plan to the Independent Director Recommendation Committee in April 2024.

Pursuant to Article 11 of the Independent Director Recommendation Committee Regulation, the evaluation is conducted against all five Independent Directors on a yearly basis. The evaluation is a self and mutual assessment and takes form of a survey including key metrics such as expertise, participation, and contribution. The results are reported to the next year's Independent Director Recommendation Committee, and individual feedback is provided.

(2) Measures to secure fairness of the independent director evaluation

To ensure the fairness of the independent director evaluations, the Company has adopted a mutual evaluation system. In respect of their independence, the evaluation is mainly led by independent directors rather than by the Company. The evaluation focuses on three key criteria: expertise, participation, and contribution. Moreover, the Independent Director Recommendation Committee—composed solely of independent directors—oversees the process, in which progress and results are reported to the Committee, and relevant training programs are implemented based on the evaluation outcomes, thereby reinforcing the fairness of the evaluation process.

(3) Is independent director evaluation reflected when re-appointing the director?

Yes/No	O
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In the event of the re-appointment of candidates due to term expiration, the company recommends candidates taking their performance results of the evaluation during the term into consideration pursuant to Article 7 of the Independent Director Recommendation Committee Regulation. Accordingly, in February 2024, the IDRC recommended Director Joong Kyung Choi on the grounds of his evaluation results, which said: “Director Choi made rational decisions and valuable insights to the Board and Board committees which enabled agendas to be discussed/improved from various perspectives.”

In addition, the Company developed an evaluation model that can be used by the Board to assess the Board and Committee activities by themselves, and implemented evaluation in 2021. Under the evaluation model, the functions, roles, responsibilities, composition, operation and assessment activities of the Board, the qualification of the directors, and each Committee are evaluated.

Moreover, annual evaluation from the third-party experts has been conducted since 2020 to ensure objective perspectives towards activities of the board and its committees. The activities of the Board and the Committees have been evaluated objectively by the external advisors. The evaluation result has been used for reference in setting the future direction of governance improvement and identifying tasks to push for.

B. If an evaluation of an outside director is not conducted based on the above information, or if the evaluation is not reflected in the re-appointment decision, then explain the reason and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 6-②) Independent director compensation evaluation results shall be determined at an adequate level in consideration of evaluation results, responsibilities, and risk, etc.

Independent director compensation does not relate to individual evaluation results, and compensation is set to an adequate level in reflection of the responsibilities accompanying the position, etc.

A. Explain the compensation of outside directors

(1) Provide the details of independent director compensation policy and its background, criteria, etc.

Is there a policy?	O
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In accordance with the Commercial Act and the company's Board Regulations, the limit for director compensation is decided by the resolution at the General Shareholders Meeting. The Compensation Committee reviews and determines the adequacy of the compensation limit prior to the General Shareholders Meeting, and director compensation is executed within the limit approved at the General Shareholders Meeting.

Pursuant to Company policies, independent director compensation does not relate to individual evaluation results, and compensation is set to an adequate level in reflection of the invested hours and responsibilities accompanying the position.

(2) Is there a stock option? The provide the details of the amount and requirement.

Is there a stock option?	X
Is it linked to the performance?	X

The compensations include the standard board fees, the expenses needed to execute board responsibilities and benefits and perks, and the Company does not provide other types of compensation such as stock options.

B. Based on the above information, if there are any shortcomings in regard to determining the compensation at an appropriate level considering the evaluation results of outside directors and the responsibilities and risks of job performance, then explain reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 7) Operation of the Board

- The Board should be operated efficiently and rationally to ensure that management decisions are made in the best interests of the company and its shareholders.

(Sub-Principle 7-①) Board meetings, in principle, shall be held on a regular basis, and the company shall prepare operational regulations that specify the authority, responsibility and operational procedures of the board in detail.

Samsung C&T holds regular board meeting once a quarter and extraordinary board meeting when necessary. The rights and responsibilities of the board, meeting convocation, and decision-making process, etc. are stated in and follow the board operation rules.

A. Explain the overall operation of the Board of Directors.**(1) Whether the regular board meeting is held regularly and there are board operations rules**

Regular board meeting held?	O
Board operation rules exist?	O

As per Article 7 of the Board Regulations, board meetings are categorized into ordinary and extraordinary meetings. Ordinary board meetings, in principle, are held once every quarter, while extraordinary board meetings are convened whenever necessary.

In accordance with Article 29 of the Articles of Incorporation and Article 8 of the Board Regulations, board meetings are convened by the Chairperson of the Board. Once the date of the meeting has been set, the Company notifies each director at least 7 days prior to the meeting via a letter, electronic letter, or verbal notification. Directors may also ask for a board meeting to be held by presenting an agenda item and a reason for its consideration to the Chairperson.

Resolutions are made through a majority vote by directors attending the meeting from a quorum of more than half of present directors, unless there are specific exceptions defined in applicable laws and regulations. The board meeting allows all or a partial number of directors to attend the meeting by phone, video

conference, or by utilization of any other similar method of communication. In such a case, the directors are seen as to have attended the meeting. Pursuant to Article 10 of the Board Regulations, in the case a director is deemed to be in special relations with a resolution item, said director will be limited to exercising their voting right to prevent a conflict of interest.

(2) Regular and extraordinary board meeting record in between the start of the disclosure period and the date of report submission

Samsung C&T has held 8 rounds of meetings (five regular, three extraordinary) in 2024 and 4 rounds of meetings (three regular, one extraordinary) as of April 2025.

No.	Regular	Date	Attendance	Total	Agenda Item		Results
					Type	Details	
'24 1st	Regular	Jan. 31, 2024	9	9	Resolution Resolution Resolution Resolution	1. Approval of 60th Business Report and Financial Statements 2. Cancellation of Treasury Shares 3. Change in the Appointment of the Director's Position 4. Appointment of Samsung Compliance Committee Members	Approved Approved Approved Approved
'24 2nd	Regular	Feb. 14, 2024	9	9	Report	1. Operational Status of the Internal Controls over Financial Reporting in 2023	Reported
					Report	2. Report on the Audit Committee Results	Reported
					Resolution	3. Convocation of the 60th AGM and Decision on the Agenda Items	Approved
					Resolution Resolution Report Report	4. E&C, Participation in the Development Project 5. 2024 Health and Safety Management Plan 6. 2024 Management Plan 7. Compliance Validity Assessment and CCO's Compliance Activities in 2023	Approved Approved Reported Reported
'24 3rd	Extraordinary	Mar. 15, 2024	9	9	Resolution Resolution Resolution Resolution	1. Appointment of CEO 2. Commission of Positions & Duties of Directors 3. Approval of Remuneration Limit for Directors 4. Resort, Approval of Transactions with Specially Related Persons	Approved Approved Approved Approved
'24 4th	Regular	Apr. 24, 2024	9	9	Resolution Resolution	1. Approval of the Q1 Financial Statements 2. E&C, Contract on the Remodeling PJT of Samsung Medical Center	Approved Approved
					Resolution	3. E&C, External Donations	Approved
'24 5th	Regular	Jul. 31, 2024	9	9	Resolution Resolution	1. Approval of the Q2 Financial Statements 2. E&C, Participating in the Residential Complex Project	Approved Approved
					Resolution Resolution	3. Corporate Bond Issuance & Bond Purchase Agreement with Specially Related Party 4. External Donations	Approved Approved
'24 6th	Regular	Oct. 30, 2024	9	9	Resolution Resolution Resolution Resolution	1. Approval of the Q3 Financial Statements 2. Approval of Transaction Limit with Specially Related Persons 3. Approval of Transaction with Samsung Welstory 4. Approval of Transaction within the Company	Approved Approved Approved Approved
					Resolution	5. Provision of Payment Guarantee of Expenses for the Housing Rebuilding PJT	Approved
					Resolution	6. Revision of the Independent Director Recommendation Committee Regulations	Approved
					Report Report	7. 3Q24 Shareholder Advocate Activity 8. Report on Top Management (CEO) Candidates	Reported Reported

'24 7th	Extraordi nary	Nov. 29, 2024	9	9	Resolution	1. External Donations	Approved
'24 8th	Extraordi nary	Dec. 20, 2024	9	9	Resolution Resolution Resolution	1. Contract on the Research of the Genetic Synthesis Database Construction and Utilization 2. Revision of the Financial Statements 3. Revision of the Amount of Bond Purchase Agreement with Specially Related Party	Approved Approved Approved
'25 1st	Regular	Jan. 22, 2025	9	9	Resolution Resolution Resolution Report Report	1. Approval of 61st Business Report and Financial Statements 2. Cancellation of Treasury Shares 3. Provision of Payment Guarantee of Expenses for the Housing Rebuilding PJT 4. Results of Compliance Validity Assessment in 2024 5. Results of CCO's Compliance Activities in 2024	Approved Approved Approved Reported Reported
'25 2nd	Regular	Feb. 12, 2025	9	9	Report Report Resolution Resolution Report Report	1. Operational Status of the Internal Controls over Financial Reporting in 2024 2. Report on the Audit Committee Results 3. Convocation of the 61st AGM and Decision on the Agenda Items 4. 2025 Health and Safety Management Plan 5. 2025 Management Plan 6. Revision of the Internal Accounting Control Regulations	Reported Reported Approved Reported Reported
'25 3rd	Extraordi nary	Mar. 14, 2025	9	9	Resolution Resolution Resolution Resolution	1. Revision of the Board and Board Committee Regulations 2. Approval of Remuneration Limit for Directors 3. Approval of Concurrent Directorship 4. Appointment of Samsung Compliance Committee Members	Approved Approved Approved Approved
'25 4th	Regular	Apr. 30, 2025	9	9	Resolution Resolution Resolution	1. Approval of the Q1 Financial Statements 2. Creation of a Venture Investment Fund 3. External Donations	Approved Approved Approved

※ As of the end of April 2025

< Table 7-1-1: Record of board meetings during the disclosure period >

Classification	Meeting rounds	Average number of days between agenda notification and meeting date	Average attendance rate of directors
Regular	8	13	100%
Extraordinary	4	7	100%

※ As of the end of April 2025

B. Explain the policies provided by the company to help the Board of Directors make the best decision.

(1) Is there a compensation policy that considers each director's performance evaluation result, and if so, is the policy disclosed?

Is there such policy?	☐
Is the policy disclosed?	☐

Director compensation is determined considering the nature of each director's delegated duties and the outcomes of those duties, and performance bonuses are paid in consideration of the Company's business performance. Director compensation limits are approved at the General Shareholders Meeting, and individual compensation is determined by the Compensation Committee considering each director's position, nature of the delegated duties, performance, etc.

Director compensation consists of a base salary and various incentives, including target incentives and short/long-term performance incentives.

Target incentives are paid semi-annually based on achievement levels, with evaluation encompassing financial indicators—such as return on invested capital, operating profit margin, revenue growth rate, and free cash flow—the Company's key competitiveness indicators, and stock performance. Short-term performance incentives are paid annually when the Economic Value Added (EVA) is positive, with a portion of the EVA distributed. Long-term incentives (LTI) are tied to business performance over a three-year period and are paid in installments over the following three years. LTIs are evaluated based on financial indicators such

as return on equity relative to peers, pre-tax profit margin, and stock performance.

Compensation for Independent Directors includes a base salary, domestic and overseas business travel expenses related to company duties, and other benefits.

(2) Whether executives liability insurance policy is purchased

Yes/No	O
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Samsung C&T has purchased the executives liability insurance policy and renews them every year considering the business environment. When an executive is subject to any liability of compensation, the insurance will cover it, but it will not cover if the liability has occurred due to the executive's intentional fraud, negligence of his/her duty, or intentional violation of laws.

(3) Does the Company consider the interests of the stakeholders who would have influence on the company's mid- to long-term profit and sustainable growth?

Yes/No	O
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Samsung C&T continues to put efforts into enhancing the interests of its stakeholders, such as ensuring the stable business growth, investing in promising projects, strengthening shareholder return, and establishing ESG-focused business management system. The Company's target is to build a responsible business management system centered around the Board. Therefore, it's focusing on establishing a governance structure that qualifies the global standard, stable business operation, and candid communication with the stakeholders.

C. Based on the above information, if there are any shortcomings, such as the absence of operating regulations for the Board of Directors that serve as a basis for holding the Board of Directors on a regular basis or the failure to notify the Board of Directors convening with sufficient time, explain the reasons and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 7-②) The board of directors shall record minutes for every meeting in detail, and disclose details for each director such as attendance rates and voting records.

The Company records the minutes of each meeting according to the relevant laws and regulations. Also, the individual attendance rates and voting records of each director are disclosed.

A. Explain the The preparation and preservation of board of directors' records and disclosure of individual directors' activity details

(1) Does the Company specifically record and archive the minutes and voice recordings of board meetings? Also, are there relevant regulations?

Yes/No	☐
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Pursuant to Article 15 of the Board Regulations, to keep a clear record of resolutions made during board meetings, the Company records the minutes of each meeting, which are archived after receiving the seals or signatures of all attending directors. The minutes include agenda items, procedures, disapproval votes and reasons for disapproval, if there is an objection.

(2) Whether each director's agenda discussion and resolutions are being recorded

Yes/No	☐
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In order to promote the board activities and responsible decision making, each independent director's discussion ideas and resolutions are being recorded.

(3) Individual Attendance Rates and Voting Records for Past 3 Years

The following table shows each individual director's attendance rates and voting records for the past three years.

< Table 7-2-1: Individual Attendance Rates and Voting Records for Past 3 Years >

Name		Term of Service	Attendance (%)				Approval (%)			
			Average	Recent 3 years			Average	Recent 3 years		
				2024	2023	2022		2024	2023	2022
Philippe Cochet	I n d e p e n d e n t	Mar. 22, 2018– Mar. 15, 2024	91	100	100	67	100	100	100	100
Byung Suk Chung		Mar. 20, 2020 ~	100	100	100	100	100	100	100	100
Janice Lee		Mar. 20, 2020 ~	100	100	100	100	100	100	100	100
Sang Seung Yi		Mar. 20, 2020 ~	100	100	100	100	100	100	100	100
Joong Kyung Choi		Mar. 19, 2021 ~	100	100	100	100	100	100	100	100
Kyung-Soo Kim		Mar. 15, 2024 ~	100	100			100	100		
Seunghwan Han	E x e c u t i v e	Mar 19, 2021– Mar. 17, 2023	100		100	100	100		100	100
Jung Suk Koh		Mar 22, 2018– Mar. 15, 2024	100	100	100	100	100	100	100	100
Sechul Oh		Mar 19, 2021 ~	96	100	89	100	100	100	89	100
HaiLin Jeong		Mar. 17, 2023 ~	100	100	100	100	100	100	100	100
Jaeon Lee		Mar. 15, 2024 ~	100	100			100	100		
Joonseo Lee		Mar 19, 2021 ~	100	100	100	100	100	100	100	100

(4) Each director's activities are disclosed other than regular disclosure?

Yes/No	O
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Samsung C&T has been disclosing each director's board and board committee activity information in a timely manner, considering the official public disclosure timing.

B. Based on the above information, if there are any shortcomings in the preparation and preservation of board records and disclosure of the activities of individual directors, then explain reasons for this and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key Principle 8) Board Committees

- For efficient operation, the board must establish internal committees which are responsible for the performance of specific functions and roles.

(Sub-Principle 8-①) A majority of members of the committees of the board of directors must be composed of independent directors, while the entirety the audit committee and remuneration (compensation) committee must be comprised of independent directors.

Samsung C&T's Board of Directors operates 5 Committees—Management Committee, Independent Director Recommendation Committee, Audit Committee, Compensation Committee, and ESG Committee—and all the committees and chairpersons are consisted of independent directors excluding the Management Committee.

A. Explain the composition of committee members within the Board of Directors.

(1) Whether independent directors account for the majority of each board committee

Yes/No	☐
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Pursuant to the Articles of Incorporation, the Board of Directors operates 5 Committees—Management Committee, Independent Director Recommendation Committee, Audit Committee, Compensation Committee, and ESG Committee and all the committees and chairpersons are consisted of independent directors excluding the Management Committee.

(2) Do the audit committee and compensation committee consist only of independent directors?

Yes/No	O
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Samsung C&T's audit committee and compensation committee are both consist of independent directors only.

B. If there are any shortcomings regarding the composition of committee members within the Board, then explain the reason and future plans

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-Principle 8-②) Regulations governing the organization, operation and authority of all committees must be provided in writing, while each committee must report its resolutions to the Board of Directors.

The operation of board committees is pursuant to stipulated regulations per each respective committee, and each committee reports the resolution results to all board members.

A. Explain the organization and operation of Board committees.

(1) Are organization, operation and authorities of board committees are stipulated?

Yes/No	☐
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Matters regarding the authority and operation are decided by resolutions of the Board of Directors unless specified otherwise in relevant laws and regulations, while operations and authorities are pursuant to stipulated regulations per each respective committee.

① Management Committee

(a) Organization

As per relevant regulations, the members of the Management Committee are appointed among executive directors by a resolution of the Board of Directors. The Committee shall have at least 2 and up to 9 members. The current Management Committee is composed of 4 executive directors.

(b) Operation

The Management Committee shall be convened upon need. Matters regarding the operation of the committee including the convention and resolution method shall be governed by the Management Committee Regulation.

(c) Matters to be resolved

- Basic direction and policies for company management
- Major new businesses or development of new products
- Establishment/relocation or closure of branch/subsidiary offices
- Signing of contracts to introduce key technology or technology transfer/cooperation
- Signing/accepting major new single contracts, signing/cancellation of supply contracts
- Acquisition/disposal of major tangible assets, signing of loan agreements, investment in other corporations/disposal of investment shares

② Independent Director Recommendation Committee

(a) Organization

The Independent Director Recommendation Committee shall be composed of 2 or more directors as per the relevant regulations, and a majority of the members shall be independent directors. The current Independent Director Recommendation Committee is composed of 3 independent directors.

(b) Operation

The Independent Director Recommendation Committee shall be convened upon need. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders shall be governed by the regulations of the Independent Director Recommendation Committee.

(c) Responsibilities

The committee shall recommend candidates for independent directors prior to the Board of Directors meeting for convening the General Shareholders Meeting. The following matters shall be considered when recommending candidates.

- Whether the individual's qualifications/capabilities fit the interest of the company and its shareholders
- Whether the individual meets the qualification requirements set by the company and relevant laws
- Whether the procedure is fair and secure, etc.

③ Compensation Committee

(a) Organization

The Compensation Committee shall be composed of 3 or more directors according to relevant regulations. The current Compensation Committee is composed of 3 independent directors.

(b) Operation

The Compensation Committee shall be convened upon need. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders shall be governed by the regulations of the Compensation Committee.

(c) Responsibilities

- Matters concerning the remuneration limit and compensation scheme for registered directors
- Other matters concerning director compensation delegated by the Board of Directors

④ ESG Committee

(a) Organization

The ESG Committee shall be composed of 3 or more directors, and a majority of the members shall be independent directors. Two members of the Committee are appointed as Shareholder Advocates. The current ESG Committee is composed of all 5 independent directors.

(b) Operation

The ESG Committee is convened upon need. If necessary, the committee may receive the opinion or counsel of employees in relevant departments or external experts, and may appoint external experts as consultants to conduct research tasks. Matters regarding the operation of the committee including the convention, resolution methods and hearing of opinions from stakeholders will be governed by the regulations of the ESG Committee.

(c) Responsibilities

- Preliminary review of business matters that may have material effect on

- shareholder value, and report review results to the Board
- Suggest policies for enhancing shareholder value
- Review matters concerning corporate social responsibility
- Review the results of Board and committee activity evaluations
- Deliberation on large-scale internal transactions

(2) Are the resolutions reported to the Board?

Yes/No	O
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Samsung C&T reports all agendas and resolutions to all board members. When necessary, any director can call a board meeting, and the board can make resolution of what is already resolved by a board committee again.

(3) Resolutions and their report status of each board committee in between the start of the disclosure period and the date of report submission

< Table 8-2-1: Management Committee Activities >

No.	Date	Attendance	Total	Agenda Item		Results	Reported
				Type	Details		
A-1	Jan. 25, 2024	3	4	Resolution	1. Payment of Incentives (2023 OPI, 6th LTI)	Approved	O
A-2	Feb. 14, 2024	3	4	Resolution	1. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved	O
A-3	Mar. 18, 2024	4	4	Resolution	1. Senior Executive Recruitment	Approved	O
A-4	Apr. 9, 2024	4	4	Resolution	1. Lease Contract Agreement	Approved	O
A-5	Apr. 24, 2024	4	4	Resolution	1. Establishment of the Romania Execution Branch	Approved	O
				Resolution	2. Revision on the LTI Regulations	Approved	O
				Report	3. Report on the Usage of Samsung Trademark Contract	Reported	O
A-6	May 31, 2024	4	4	Resolution	1. Establishment of FFT Renewable Energy Subsidiary	Approved	O
				Resolution	2. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved	O
A-7	Jul. 3, 2024	4	4	Resolution	1. Signing of Contract for Saudi Jubail Cogen Power Generation PJT	Approved	O
				Resolution	2. Approval of External Donations	Approved	O
				Resolution	3. Performance Evaluation and Incentive Payment for 1H24	Approved	O
A-8	Jul. 31, 2024	4	4	Resolution	1. Vista C&I Global Capital Increase	Approved	O
				Resolution	2. Opening and Closing of Overseas Branches	Approved	
				Resolution	3. Establishment of Riyadh Office	Approved	
A-9	Aug. 29, 2024	4	4	Resolution	1. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved	O
				Resolution	2. Approval of External Donations	Approved	O

No.	Date	Attendance	Total	Agenda Item		Results	Reported
				Type	Details		
A-10	Sep. 27, 2024	4	4	Resolution	1. Investment in Türkiye Nakkas Motorway PPP and Opening of Letter of Credit	Approved	O
				Resolution	2. Signing of Additional Contract for Land Development PJT	Approved	O
A-11	Oct. 24, 2024	4	4	Resolution	1. Increase in Loan for House Redevelopment PJT	Approved	O
				Resolution	2. Signing of Contract for Qatar Facility E Development and Desalination Plant	Approved	O
A-12	Nov. 6, 2024	4	4	Resolution	1. Signing of Contract for Sales/Purchase of Clean Ammonia	Approved	O
A-13	Nov. 22, 2024	4	4	Resolution	1. Approval of External Donations	Approved	O
				Resolution	2. Loan Extension of Saudi Subsidiary	Approved	O
				Resolution	3. Disposal of Investment Asset Shares	Approved	O
				Resolution	4. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved	O
A-14	Dec. 13, 2024	4	4	Resolution	1. Performance Evaluation and Incentive Payment for 2H24	Approved	O
A-1	Jan. 22, 2025	4	4	Resolution	1. Participation in the Tender for Bangladesh Dhaka Metro Rail Line-5 CP06	Approved	O
				Resolution	2. Participation in the Tender for House Redevelopment PJT	Approved	O
				Resolution	3. Payment of Incentives (2024 OPI, 6th LTI)	Approved	O
A-2	Feb. 12, 2025	4	4	Resolution	1. Participation in the Tender for Qatar CO2 Transmission Pipeline Construction	Approved	O
A-3	Feb. 27, 2025	4	4	Resolution	1. E&C, Participation in the Tender for UAE Taweelah C Combined Cycle IPP Project	Approved	O
				Resolution	2. HQ Borrowing and Guarantee for Overseas Subsidiary	Approved	O
A-4	Mar. 26, 2025	4	4	Resolution	1. Approval of External Donations	Approved	O
A-5	Mar. 28, 2025	4	4	Resolution	1. E&C, Establishment of Joint Venture in Indonesia for Project Management/Construction Management	Approved	O
				Resolution	2. E&C, Investment in Green Hydrogen Production Pilot Project Linked to Solar Power Generation in Gimcheon	Approved	O
				Report	3. T&I, Collaboration with LS Electric for BESS Projects in the US	Reported	O
A-6	Apr. 25, 2025	4	4	Resolution	1. E&C, Establishment of Japan Subsidiary	Approved	O
				Resolution	2. E&C, Participation in the Tender for Qatar Dukhan Solar Power Plant Project	Approved	O
				Resolution	3. E&C, Banpo Jugong 3-Danji Complex Contract Amendment	Approved	O

< Table 8-2-2: Independent Director Recommendation Committee Activities >

No.	Date	Attendance	Total	Agenda Item		Results	Reported
				Type	Details		
B-1	Feb. 13, 2024	3	3	Resolution	1. Independent Director Candidate Recommendation	Approved	O
B-2	Apr. 22, 2024	3	3	Report	1. Report on 2024 Committee Operation Plan	Reported	O
B-3	Sep. 24, 2024	3	3	Report	1. Update on the Independent Director Candidates (Additional)	Reported	O
				Report	2. Implementation of Independent Director Evaluation System (Plan)	Reported	O
B-1	Jan. 20, 2025	3	3	Report	1. Report on 2024 Independent Director Evaluation Results	Reported	O
B-1	Apr. 29, 2025	3	3	Report	1. Report on 2025 Committee Operation Plan	Reported	O

< Table 8-2-3: Compensation Committee Activities >

No.	Date	Attendance	Total	Agenda Item		Results	Reported
				Type	Details		
C-1	Jan. 29, 2024	3	3	Report	1. Payment of Incentives (2023 OPI, 6th term LTI)	Reported	O
C-2	Feb. 13, 2024	3	3	Resolution	1. Director Remuneration for 2024	Approved	O
				Resolution	2. Remuneration Limit for Directors for 2024	Approved	O
C-3	Jul. 3, 2024	3	3	Report	1. Evaluation of the Company's Performance and Incentive Payment for 1H24	Reported	O
C-4	Dec. 20, 2024	3	3	Report	1. Evaluation of the Company's Performance and Incentive Payment for 2H24	Reported	O
C-1	Jan. 22, 2025	3	3	Report	1. Payment of Incentives (2024 OPI, 6th term LTI)	Reported	O
C-2	Feb. 11, 2025	3	3	Resolution	1. Director Remuneration for 2025	Approved	O
				Resolution	2. Remuneration Limit for Directors for 2025	Approved	O

< Table 8-2-4: ESG Committee Activities >

No.	Date	Attendance	Total	Agenda Item		Results	Reported
				Type	Details		
D-1	Jan. 29, 2024	5	5	Resolution	1. T&I, Creation of a Venture Investment Fund (New Business Fund)	Approved	O
				Deliberation	2. 2023 Shareholder Return Policy	Deliberation	O
D-2	Feb. 13, 2024	5	5	Deliberation	1. Shareholder Proposals	Deliberation	O
D-3	Apr. 23, 2024	5	5	Report	1. Report on ESG KPI Dashboard	Reported	O
				Report	2. Report on Key Issues in 2024 and Countermeasures	Reported	O
D-4	Jul. 30, 2024	5	5	Resolution	1. Fashion, Creation of a Venture Investment Fund	Approved	O
				Resolution	2. Approval of External Donations	Approved	O
				Report	3. Report on ESG KPI Dashboard for 1H24	Reported	O
				Report	4. Report on Status of Major KPI for Each Business Group	Reported	O
D-5	Oct. 29, 2024	5	5	Report	1. Report on ESG KPI Dashboard	Reported	O
D-6	Dec. 20, 2024	5	5	Resolution	1. Retirement Pension Plan Enrollment	Approved	O
D-1	Jan. 21, 2025	5	5	Deliberation	1. 2024 Dividend and Cancellation of Treasury Shares (Plan)	Deliberation	O
				Deliberation	2. Amendment of the Articles of Incorporation (Plan)	Deliberation	O
D-2	Apr. 29, 2025	5	5	Report	1. 2025 Committee Operation Plan	Reported	O

B. Based on the above information, if there are any shortcomings in establishing stipulated regulations related to the operation of committees within the Board of Directors or reporting resolutions to the Board of Directors, explain the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

4. Audit Bodies

(Key principle 9) Internal auditing bodies

- **Internal auditing bodies should perform their auditing duties faithfully by maintaining independence from the management and controlling shareholders, and the details of key activities of internal auditing bodies should be disclosed.**

(Sub-principle 9-①) Internal auditing bodies, such as the Audit Committee and auditors, should secure independence and expertise.

Samsung C&T has appointed two accounting/finance experts as audit committee members and made sure that all three members of audit committee are independent directors in order to secure internal audit body's independence and expertise. Also, committee members participate in training sessions twice a year.

A. Explain the composition of the internal audit organization.

(1) Current composition of internal audit body

Is there Audit committee?	O
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Pursuant to Article 451-2 and 542-11 of the Commercial Act, Article 28-4 of the Articles of Incorporation and Article 14 of the Board of Directors Regulation, the Company performs audit duties through the Audit Committee whose operation, authorities and responsibilities are stated in the Audit Committee Regulation.

The Audit Committee is composed of 3 independent directors who are appointed by the General Shareholders' Meeting, which satisfies the requirement provided in Article 415-2-2 of the Commercial Act "the audit committee shall consist of at least three directors: Provided, That the ratio of outside directors shall exceed two thirds of the total number of members". In addition, the Company, a listed corporation with assets of at least KRW 2 trillion, has

appointed accounting or financial experts, Director Joong kyung Choi and Janice Lee, as a member of the Audit Committee pursuant to Article 542-11-2 of the Commercial Act. Director Joong kyung Choi has more than five years of experience in related field as a certified public accountant. Director Janice Lee has worked as an executive for more than 5 years in accounting or finance at listed corporations. Director Choi and Lee are considered an accounting or financial expert who satisfies the requirements in Article 542-11-2 based on the requirements for accounting or financial experts under Article 37-2 of the Enforcement Decree of the Commercial Act. Other auditors are also experts of fair trade and governance who have sufficient expertise required to oversee, in a competent manner, the lawfulness and adequacy of the works of the Company's management and the Board.

<Table 9-1-1: Internal Auditing Organization >

Name	Composition		Experience and Qualification in Finance/Audit	Notes
	Position	Director type		
Joong Kyung Choi	Chair	Independent Director	<ul style="list-style-type: none"> - Ph.D. in economics, Hawaii University (2003) - Knowledge Economy Minister (2011) - Independent Director, CJ EJM - Chairman of the Board, GuideStar Korea 	-
Janice Lee	Member	Independent Director	<ul style="list-style-type: none"> - MBA, University of Chicago (2004) - CFO/ Head of Finance, Standard Chartered Korea - Advisor, Kim & Chang Law Firm 	-
Sang Seung Yi	Member	Independent Director	<ul style="list-style-type: none"> - Ph. D Economics, Harvard University (1992) - External Expert, Governance Committee, Samsung C&T - Professor of Economics, Seoul National University - Independent Director, HYBE 	-

(2) Is there any policy to secure independence and expertise of the internal audit body?

Yes/No	O
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To secure the independence and expertise of the Audit Committee, 3 out of 3 members of the Audit Committee are independent directors pursuant to Article 415-2-2 of the Commercial Act. To conduct an audit, the Audit Committee reviews the financial statements and other accounting documents, the audit procedure of the accounting firm and the audit result provided by the accounting firm. The Audit Committee, if necessary, requests the accounting firm for an additional review on the accounting books and other related documents, and reviews the result thereof.

The Audit Committee is reported on the operational status of the internal accounting control system through face-to-face meetings and reviews it in order to prepare and disclose reliable financial information. The Audit Committee is also provided with reports from the Company on the details of deliberations of the Board of Directors, including the Management Committee, etc., in order to audit the Company's operations. Furthermore, the members of the Audit Committee are required to undergo training related to the performance of their audit duties twice a year.

B. Explain the operation of the internal audit organization.

(1) Are there any rules about internal audit body operational target, organization, authorities and responsibilities?

Yes/No	O
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The company established the Audit Committee Regulation on August 14, 2014 to provide the standards of the performance of duties and define matters pertaining to the operation of its Audit Committee so that the Audit Committee may carry out its duties adequately and effectively. The Company has revised and enforced the Regulation as of March 22, 2019 based on the amendment of the related law.

The key authorities related to the operation of the Committee are stated in Article 8 of the Audit Committee Regulation as follows: the right to audit, the right to demand business reports and right to inspect business assets, the right to receive director's reports, the right to inspect subsidiaries, the right to represent in various litigation, the right to convene meetings of shareholders, the right to seek expert assistance, the right to approve appointment or dismissal of external auditors, and other matters as delegated to the Committee under the laws and regulations, the Articles of Incorporation or by a resolution of the Board of Directors. The duties of the Audit Committee are stated in Article 9 of the same Regulation as follows: the fiduciary duty, the duty to inspect and report to the General Meeting of Shareholders, the duty to report to the Board of Directors, the duty to prepare audits and inspection records, the duty to submit audit reports, and the duty to report on improper acts, etc. under the Act on External Audit of Stock Companies.

(2) Training on audit duties is provided?

Yes/No	O
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To provide the members of the Audit Committee with the information needed to enhance their expertise and to perform their duties, the Company conducts training on audit duties based on the consultation from external experts, such as accounting firms, etc. In addition, Article 17 of the Guidelines for Internal Accounting Control System, enacted in December 2019, stipulates that members of the Audit Committee should receive training on the internal accounting control system once a year. During the period subject to public disclosure, the Audit Committee members participated in 2 training sessions, and the details are as follows:

Date	Provider	Duration	Agenda
Jul. 3, 2024	Accounting Firm	1 hour	- Possibilities of AI and considerations of the Audit Committee
Dec. 18, 2024	Accounting Firm	1 hour	- Trends in governance-related regulations

(3) Is external expert consulting assistance available?

Yes/No	O
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The Committee may seek expert assistance at the Company's expense based on Article 8 of the Audit Committee Regulation when the expert service is required.

(4) Are there rules on the investigation of wrongful acts conducted by management and internal audit of the management?

Yes/No	O
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Based on Article 8 of the Audit Committee Regulation, the Company has the right to oversee the work practices, request for business report, and to investigate the work related asset. In case of a concern that a director may cause irreparable damage to the Company by committing a wrongful act that violate relevant laws or the Articles of Incorporation, the Audit Committee may seek injunction on the director's act. The Company bears the expenses required for the meetings and other operations of the Committee pursuant to Article 18 of the Regulation.

(5) Accessibility of internal auditing bodies to information of company management and matters that may materially affect the management of the company

Accessibility procedure ready?	O
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The Company shares information with the members of the Audit Committee before meetings are held so that they may examine the information needed in decision-making. Furthermore, the external auditors provide the Audit Committee with additional information concerning the Company's operations by 4 face-to-face reports a year in addition to the regular Audit Committee meetings. A Committee member may attend and speak at a meeting of officers and other important meetings in order to understand the decision-making process regarding management plans and the management and business situations of the Company pursuant to Article 15 of the Audit Committee Regulation. The Committee may have timely access to important documents related to business management and, if necessary, demand explanation from relevant directors or employees pursuant to Article 16 of the Regulation.

C. Explain the internal audit body assistance team.

(1) Internal audit body assistance team status

Yes/No	O
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The Company supports the Committee's activities, such as operational audits and financial audits, mainly with the Management Advisory Team and the Finance Team of Corporate Strategy Office.

The Management Advisory Team consists of 52 members, including Team Leader (Executive Vice President) and two Vice Presidents. The Auditing Team conducts operational audits and compliance audits based on the audit plan reported to the Audit Committee at the beginning of each year. The Management Advisory Team reports its key audit results to the Audit Committee twice a year.

A total of 11 employees, including executive(s) at the executive vice president level, support the Audit Committee from the Finance Team of Corporate Strategy Office and the finance department of each group. A total of 18 employees in charge of the internal accounting control system supervise and evaluate the

internal accounting control system. The performances related to financial audits, etc., are reported to the Audit Committee at regular meetings 5 times per year. They also communicate with the Audit Committee as required.

(2) Whether the internal audit body supporting team is independent

Yes/No	O
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In an effort to support the Audit Committee to perform audit tasks effectively, the Company operates the Management Advisory Team, an internal audit department, under the Audit Committee to secure its independence from the management. The head of the Management Advisory Team is appointed upon the consent of the Audit Committee.

D. Explain whether compensation is paid at a level that corresponds to the legal responsibilities of audit committee members and level that supports faithful performance of their duties.

(1) Is there an independent remuneration policy for the members of audit committee and their service?

Yes/No	X
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The remunerations of the members of the Audit Committee are not interlinked to the appraisal of their individual performance as per the Company's policy. The Company does not implement stock options or other separate remuneration measures. The remuneration paid to the Committee members is limited to base pay and expenses incurred in the performance of their duties.

(2) The ratio of the remuneration of members of audit committee and that of non-auditor independent directors

The ratio	1.00
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The remunerations of Audit Committee members and non-auditor independent directors are the same.

E. Based on the above information, if there are any shortcomings in terms of securing the independence and expertise of the internal audit organization, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(3) (If there is no audit committee) Provide the reason for not establishing the audit committee and if there is a plan to have one in the future

N/A

(Sub-principle 9-②) The internal audit bodies should perform their audit-related duties faithfully and disclose their activities transparently, including those related to the holding of regular meetings.

The Audit Committee holds regular and extraordinary meetings according to its regulations. The Committee's activities are publicly disclosed via quarterly report and annual business report.

A. Explain matters related to the activities of the internal audit organization, such as the status of regular meetings held

(1) Is there regular auditing activities, including the auditing activities of internal auditing body, appointment of external auditors, and evaluation on operation of internal accounting control system, in between the start of the disclosure period and the date of report submission?

Yes/No	O
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In 2024, 5 ordinary meetings and 2 temporary meetings of the Audit Committee were held while 3 ordinary meetings were held in 2025. All three members of the Committee attended the meetings to discuss 7 resolution items and 9 report items in 2024, and 3 resolution items and 7 report items in 2025. During the period, the financial statements and the progress, performance and plans of the internal financial audits were reported to the Audit Committee. The resolution items included the finalization of the audit reports, review on the agenda items to be submitted to the General Shareholders' Meeting, the report and evaluation on the operational status of the internal accounting control system, and the election of the chairperson of the Audit Committee. To examine the agenda items sufficiently before the Audit Committee meeting, the Committee support organization and external auditors (Ernst & Young Hanyoung) are required to explain the agenda items to the members of the Committee in advance. The Audit Committee members' request for additional information, and the opinions they express on the agenda items during the explanation process are reflected in the Committee meetings.

For three consecutive years starting from 2022, EY Hanyoung has been assigned as our company's external audit firm according to Article 11(2) of the Act on External Audit of Stock Companies and Article 10 of the Act on External Audit of Stock Companies, etc. regarding the periodic designation of auditors. EY Hanyoung conducted the Company's 2024 audits, and the Company received an unqualified opinion on the year's audit report.

The Company reports to the Audit Committee face-to-face on the documented result of the inspection on the internal accounting control system pursuant to Article 17 of the Internal Accounting Control Regulation. The Audit Committee submits its evaluation report on the internal accounting control system to the Board of Directors face-to-face no later than 1 week prior to the Annual General Shareholders' Meeting. The Company keeps the report at its head office for 5 years.

※ Evaluation and Report on the Operational Status of the Internal Accounting Control System

The company has established the Internal Account Control Regulation and operates the internal accounting control system pursuant to Article 8 of the Act on External Audit of Stock Companies.

The Internal Account Control Regulation provides the policies and procedures required in the design, operation, evaluation and report on the system as per the Act on External Audit of Stock Companies its Enforcement Decree, and the Regulation on External Audit and Accounting, reflecting the matters required to enhance the reliability of the financial statements by designing and operating the system rationally and effectively. The Company properly performs related duties by assigning the duties related to the internal accounting control system to the CEOs, internal accounting managers, and accounting departments. The Audit Committee is required to hold face-to-face meeting, assess the operational status of the internal accounting control system and report to the Board of Directors face-to-face no later than 1 week prior to the Annual General Shareholders' Meeting in accordance with Article 18 of the Internal Account Control Regulation.

In February 2025, the Audit Committee assessed the operational status of ICFR in FY2024, which was reported from the Company, and reported face-to-face the results of the assessment to the Board of Directors.

EY Hanyoung, the Company's external auditor, conducted an audit of the internal accounting control system on December 31, 2024, and offered an unqualified opinion that the Company's internal accounting control system is designed and operated effectively from the perspective of materiality according to "the Internal Accounting Control System Design and Operation Framework" as of December 31, 2024.

(2) Are there any internal regulations concerning recording and retaining of meeting minutes and audit logs and reporting to General Shareholders' Meetings? If so, provide the details.

Are there regulations?	O
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The Audit Committee holds an ordinary meeting once per quarter and extraordinary meetings as required pursuant to Article 5 of the Audit Committee Regulation. The chairperson of the Audit Committee convenes its meetings pursuant to Article 6 of the Regulation. The chairperson should notify each of the Committee members in writing, by e-mail, verbally, or by other means that can verify the transmission and receipt no later than 24 hours in advance after fixing the date of the meeting. However, the convocation procedure may be omitted when agreed by all members of the Committee. The Audit Committee adopts its resolutions with a majority vote at a meeting attended by the majority of the Committee members.

The Audit Committee prepares its meeting minutes pursuant to Article 10 of the Audit Committee Regulation. The minutes include the agenda items, proceedings, results of the meeting, and those who oppose any resolution and the reason for objection. The minutes are sealed or signed by the members in attendance.

The Audit Committee should notify its resolutions to all of the directors pursuant to Article 11 of the Audit Committee Regulation. Directors who receive such notice or those who attended the Committee meeting may request a convocation of the Board. However, it is regarded as having agreed to the resolution if they do not raise an objection within 2 days from the date of notification. The Committee may refer to the Board of Directors for any important

corporate issues that are deemed necessary to refer to among the agenda items for the Committee meeting.

The Audit Committee should state to the General Shareholders' Meeting whether any agenda items or documents that the directors intend to submit to the General Shareholders' Meeting violate any laws or the Articles of Incorporation or include any notably unfair matters by examining the agenda items and documents closely pursuant to Article 9 of the Committee Regulation.

(3) (If there is an Audit Committee) The records of audit committee meetings and individual director attendance in between the start of the disclosure period and the date of the report submission

The below is the record of meetings held by the Audit Committee from the start of the disclosure period to the date of report submission.

No.	Date	Attendance	Total	Agenda Item		Results
				Type	Details	
'24 1st	Jan. 31, 2024	3	3	Report Report	1. Report on Financial Audit in FY2023 2. Report on Internal Audit Results in FY2023 and FY2024 Plan	Reported Reported
'24 2nd	Feb. 14, 2024	3	3	Resolution	1. Report and Assessment of the Operational Status of ICFR in FY2023	Approved
				Resolution Resolution	2. Finalization of the Audit Report by the Audit Committee 3. Convocation of the 60th AGM and Decision on the Agenda Items	Approved Approved
'24 3rd	Mar. 15, 2024	3	3	Resolution	1. Appointment of the Audit Committee Chair	Approved
'24 4th	Apr. 24, 2024	3	3	Report Report Report	1. Report on FY2024 Financial Audit Plan 2. Report on Financial Audit Progress in 1Q24 3. Report on FY2024 ICFR Operation Plan	Reported Reported Reported
'24 5th	Jul. 3, 2024	3	3	Resolution	1. Determination of Audit Contract with the External Auditor in FY2024	Approved
'24 6th	Jul. 31, 2024	3	3	Report Report	1. Report on Financial Audit Progress in the First Half of FY2024 2. Report on Internal Audit Results for the First Half of FY2024	Reported Reported
				Resolution	3. Regulations for Appointment of the External Auditor	Approved
'24 7th	Oct. 30, 2024	3	3	Report Report	1. Operational Status of ICFR in the First Half of FY2024 2. Report on Financial Audit Progress in 3Q24	Reported Reported
				Resolution	3. Appointment of the External Auditor	Approved
'25 1st	Jan. 22, 2025	3	3	Report Report Report	1. Report on Financial Audit in FY2024 2. Report on Internal Audit Results in FY2024 and FY2025 Plan 3. Non-Audit Services by External Auditor	Reported Reported Reported
				Resolution	1. Report and Assessment of the Operational Status of ICFR in FY2024	Approved
'25 2nd	Feb. 12, 2025	3	3	Resolution Resolution	2. Finalization of the Audit Report by the Audit Committee 3. Convocation of the 61st AGM and Decision on the Agenda Items	Approved Approved
				Report	4. Revision of the Internal Accounting Control Regulations	Reported
'25	Apr. 30,	3	3	Report	1. Report on FY2025 Financial Audit Plan	Reported

No.	Date	Attendance	Total	Agenda Item		Results
				Type	Details	
3rd	2025			Report Report	2. Report on Financial Audit Progress in 1Q25 3. Report on FY2025 ICFR Operation Plan	Reported Reported

※ As of the end of April 2025

< Table 9-2-1: Independent Director' rate of attendances at Audit Committee for the recent 3 years >

Name	Director type	Rate of Attendance (%)			
		Recent 3 yr. average	Recent 3 yrs		
			2025	2024	2023
Joong Kyung Choi	Independent Director	100	100	100	100
Janice Lee	Independent Director	100	100	100	100
Sang Seung Yi	Independent Director	100	100	100	100

B. Based on the above information, if there are any shortcomings in the performance of audit-related work by the internal audit organization, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Key principle 10) External Auditors

- In order to ensure that the shareholders and other users have confidence in the corporate financial information, an external auditor must perform his/her auditing tasks fairly and independently from the corporation audited, including its management and controlling shareholders.

(Sub-principle 10-①) Internal auditing bodies should prepare and implement a policy to secure independence and expertise when they appoint external auditors.

Samsung C&T's Audit Committee appoints external auditors based on its objective evaluation criteria and fair evaluation procedure. In this way, the Company seeks to secure the independence and expertise of the external auditors.

A. Explain the external auditor appointment and operation policy.

(1) Is there an external auditor appointment policy to secure the independence and expertise? Was there any incident where external auditor's independence was undermined?

Is there a policy?	O
Was independence undermined?	X

The Audit Committee appoints external auditors through its objective procedure for independently screening candidates for external auditors. The Committee has established the criteria for the remuneration of external auditors, a timetable for the audits and manpower necessary for audits, and the criteria and procedures for the evaluation of external auditor candidates pursuant to the Act on External Audit of Stock Companies, and ensures that external auditors are selected in a fair manner by following the prescribed criteria and procedures.

The Committee conducts evaluation considering multiple elements, including costs, capabilities of the supporting team, capabilities of the accounting firm, and adequacy of the audit process, and selects the candidate with the highest combined score. The criteria and procedures for selection and appointment, and the post-appointment evaluation are specified in written documents to ensure that the external auditor is evaluated and selected in a fair and objective manner.

The Company has appointed the same external auditor for 3 consecutive business years pursuant to Article 4-2 of the Act on External Audit of Stock Companies.

Moreover, if the external auditor provides non-audit services to the Company, the Company reports such services to, or obtains approval from, the Audit Committee. For services prohibited under Article 21 of the Certified Public Accountant Act, the Company is required to engage an accounting firm other than its external auditor.

(2) Meetings on the appointment of external auditor and details of the discussion

The Company does not have an Auditor Appointment Committee, but rather, the Audit Committee performs the roles of an Auditor Appointment Committee, as the Company is required to create an Audit Committee pursuant to Article 542-11 of the Commercial Act.

EY Hanyoung was designated as the external auditor of the Company for the three fiscal years from 2022 to 2024. As the designation period ended in 2024, the Audit Committee selected a new external auditor for the fiscal years from 2025 to 2027.

In this regard, at the regular Audit Committee meeting held in July 2024, the regulations on the appointment of external auditor were approved. Subsequently, at the regular meeting held in October 2024, PwC was designated as the external auditor following a fair evaluation of proposals from accounting firms, conducted in accordance with the established candidate evaluation standards and procedures.

The Company appointed PwC, as designated by the Audit Committee, as its external auditor, and in December 2024, entered into an external audit contract with PwC based on the conditions determined by the Audit Committee.

(3) Is there an assessment to determine whether external auditors have faithfully performed their audit plans upon completion of external audit? If so, provide the details.

EY Hanyoung, the Company's external auditor for FY2024, faithfully performed the audits according to the plans. The director in charge of the external audit was actively involved in the audits and did not request any unnecessary information during the audit process. After the Audit Committee received the audit report for FY2024, a post-evaluation of compliance of the external auditor was conducted in May 2025, and it was confirmed that the external auditor had met all of the criteria set by the Company.

(4) Does the company receive any non-audit services, such as management consultation, from the external auditor or its subsidiaries? If so, provide the reason and fee details.

The Company did not receive any non-audit services from its external auditor, PwC, during the fiscal year 2024. Since EY Hanyoung was appointed as the external auditor for the fiscal year 2022, the Company has not entered into any new contract with EY Hanyoung. However, the Company had signed two service contracts with EY Hanyoung prior to its designation as the external auditor, and the services under these contracts are currently being provided accordingly.

Contract Date	Contents of the service	Contract Period	Compensation
May 2019	Korea-Japan APA	May 2019– on completion	KRW 360 million
March 2021	Korea-Canada MAP	March 2021– on completion	KRW 445 million

B. Based on the information above, if there are any shortcomings in the policy to secure independence and expertise when appointing an external auditor, explain the reasons and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

(Sub-principle 10-②) Internal auditing bodies should communicate with the external auditors regularly in every phase of the audit pipeline, such as external auditing and reporting on the audit results.

The Audit Committee regularly communicates with the external auditors the major audit related issues without the participation of management, once a quarter. Also, every quarter the Committee is reported on the progress in the year-end closing.

A. Explain the details of communication between the internal audit body and external auditors

(1) Do the Audit committee and the external auditor hold audit-related meetings at least once a quarter without the participation of management?

Yes/No	O
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The Audit Committee regularly communicates with the external auditor in relation to the performance of audit work, such as conducting external audits and reporting audit results. Apart from this, the Committee regularly communicates with the external auditor through face-to-face (or video) conferences between the members of the Audit Committee and the external auditor four times a year (January, April, July, and October in 2024) without the participation of the management.

<Table 10-2-1: Meetings between Internal Auditing Body and External Auditor >

No.	Meeting Date	Quarter	Agenda
1	Jan. 31, 2024	1	- Review of project financing in E&C, etc.
2	Apr. 24, 2024	2	- Revised accounting standards effective in 2024, etc.
3	Jul. 31, 2024	3	- Key review issues in FY2024 financial statements, etc.
4	Oct. 30, 2024	4	- Internal accounting trends in 2024, etc.

(2) Key details of consultation with the external auditor and procedure and details of internal audit duties.

The report of the external auditor includes the annual audit plan, the results of reviews and audits of the Company's financial statements and the Internal Accounting Control System, key issues of the audit, and the outcomes of other major activities.

During the relevant period, the external auditor had a total of 10 meetings, including 8 regular meetings with the Audit Committee, and 2 sessions for the submittal of written reports. The issues covered in each of the meetings are as follows.

Date	Method	Meeting Details
Jan. 31, 2024	Face-to-face meeting (*)	<ul style="list-style-type: none"> - Progress in the annual financial audit - Progress in key audit matters - Obligatory communication matters based on the audit guidelines
Feb. 14, 2024	Face-to-face meeting	<ul style="list-style-type: none"> - Progress in external auditor's audit of internal accounting management system
Feb. 29, 2024	Paper-based meeting	<ul style="list-style-type: none"> - Progress in key audit matters - Key progress in year-end audit - Key progress in internal financial audits - Auditor's independence and other communication matters
Apr. 24, 2024	Face-to-face meeting (*)	<ul style="list-style-type: none"> - FY2024 financial audit plan - Progress in 1Q24 financial audit
Jul. 31, 2024	Face-to-face meeting (*)	<ul style="list-style-type: none"> - Progress in 1H24 financial audit
Oct. 30, 2024	Face-to-face meeting (*)	<ul style="list-style-type: none"> - Progress in FY2024 internal financial audits - Progress in 3Q24 financial audit
Jan. 22, 2025	Face-to-face meeting (*)	<ul style="list-style-type: none"> - Key progress in year-end audit - Progress in key audit matters - Obligatory communication matters based on the audit guidelines
Feb. 12, 2025	Face-to-face meeting	<ul style="list-style-type: none"> - Progress in external auditor's audit of internal accounting management system
Feb. 27, 2025	Paper-based meeting	<ul style="list-style-type: none"> - Progress in key audit matters - Key progress in year-end audit

Date	Method	Meeting Details
		<ul style="list-style-type: none"> - Progress in the audit of internal accounting management system - Auditor's independence and other communication matters
Apr. 30, 2025	Face-to-face meeting	<ul style="list-style-type: none"> - Implementation plan of the annual financial audit and key audit plan - Progress in the review of mid-year financial statements

※ (*) Face-to-face meetings (video call based) between the external auditors and Audit Committee members without management

※ As of the end of April 2025

(3) Procedure of notifying material matters the external auditors find during the audit to the internal auditing body and the roles and responsibilities of related internal auditing body

The external auditors report on key issues identified during their audit to the Audit Committee in the form of written reports as required or through face-to-face meetings, including ordinary Committee meetings or meetings between the Audit Committee members and the external auditors. The external auditors are required to report any fraudulent or other improper acts which the directors may commit during the performance of their duties that violate the relevant laws or the Articles of Incorporation. The Audit Committee is required to employ external experts to investigate the facts of such violations, with the expenses to be paid by the Company, and request the Company to take corrective actions based on the outcome. The Audit Committee should immediately submit the result of the investigation and any corrective actions to the Securities and Futures Commission and the auditors.

(4) Timing of the provision of the financial statement to the external auditor

Was the financial statement provided 6 weeks prior to the regular AGM?	O
Was the consolidated financial statement provided 4 weeks prior to the regular AGM?	O

The Company submitted the unaudited consolidated financial statements and separate financial statements that it compiled according to the Act on External Audit of Stock Companies before the deadlines set by the relevant laws. The deadline for the separate financial statements was January 31, 2025, six weeks prior to the regular general shareholders' meeting, while the deadline for the consolidated financial statements was February 13, 2025, four weeks prior to the general shareholders' meeting. The Company submitted both of the financial statements to EY Hanyoung and the Securities and Futures Commission ahead of the deadlines on January 31, 2025.

< Table 10-2-2: Records of providing financial statements to the external auditor >

Classification	AGM date	Date of provision of financial statements	Date of provision of consolidated financial statements	Recipient
60th	Mar. 15, 2024	Feb.1, 2024	Feb.1, 2024	External Auditor, Securities and Futures Commission
61st	Mar. 14, 2025	Jan. 31, 2025	Jan. 31, 2025	External Auditor, Securities and Futures Commission

B. Based on the above information, if there are any shortcomings in regard to the communication with the internal audit body and the external auditors, then explain the reason and future plans.

(1) Any concerns and causes

N/A

(2) Future plans and elaboration

N/A

5. Other Matters (New)

Explain the company's Corporate Value-up Plan including the following.

A. Explain the company's Corporate Value-up Plan including the following.

(1) Has the company disclosed its Corporate Value-up Plan in between the beginning of the disclosure period and the disclosure date?

Yes/No	X
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(2) What is the company's disclosure status of its Corporate Value-up Plan in the last three years, and has the company's Board participated in the process of developing and disclosing the Corporate Value-up Plan?

In order to improve its corporate value, the Company has started establishing three-year shareholder return policy in 2017 and has been disclosing the policy following the Board's approval. In particular, in February 2023, it announced the FY2023–FY2025 shareholder return policy that it will maintain consistent dividend policy and retire all retaining treasury shares, to enhance shareholder value.

(3) Has the company communicated with shareholders and market participants using its Corporate Value-up Plan in between the beginning of the disclosure period and the disclosure date?

Yes/No	X
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B. If the company has established a major policy related to corporate governance that was not dealt as Key Principles (or Sub-principles), provide details.

N/A

C. Attach the company's latest Articles of Incorporation, and attach any publicly disclosable regulations from the company's stipulated policies that support the contents of this report.

The Company's Articles of Incorporation has been attached.