

Regulations of the Board of Directors

Article 1 [Purpose]

The purpose of this Regulation is to promote the harmonious and efficient operation of the Board of Directors (hereinafter referred to as the "BOD") by prescribing matters concerning the composition and operation of the BOD of SIMMTECH Co., Ltd. (hereinafter referred to as the "company").

Article 2 [Scope of Application]

With respect to matters pertaining to the BOD, these Regulations shall apply unless those stipulated otherwise in the relevant laws, regulations, or the Articles of Incorporation.

Article 3 [Authority]

- ① The BOD shall adopt a resolution on matters prescribed by relevant laws and regulations or the Articles of Incorporation, matters delegated by the general meeting of shareholders, the basic policies of company management, and other important matters in connection with the execution of business.
- ② The BOD shall supervise the director's execution of his/her duties.
- ③ Outside directors may receive support from outside professions when necessary in relation to the performance of their duties.

Article 4 [Composition]

- ① The BOD shall be comprised of all directors (including outside directors and other non-standing directors), and the number of directors shall be between three and seven, while the number of outside directors shall be at least one-fourth of the total number of directors.
- ② The BOD shall appoint the chairperson of the BOD with the consent of a majority of those present at the first meeting held after the annual general meeting, and the term of office of the chairperson shall be determined by the BOD.
- ③ In case of being unable to attend the BOD, the chairperson may determine in advance the order of directors to act on behalf of the chairperson.

Article 5 [Meeting Type]

- ① The meeting of the BOD shall be either regular meetings or special meetings.
- ② The regular meeting of the BOD, in principle, may be held on the date determined by the board of directors, and the special meeting of the BOD may be held at any time as necessary.

Article 6 [Notification on Convocation]

① In case of a director separately designated by the CEO or the BOD, the BOD shall convene by notifying each director and auditor one week before the date of the meeting. However, the convocation procedure may be omitted with the consent of all the directors.

② Other directors may request the convocation of a meeting of the BOD by sending a written statement which specifying the purpose of the meeting to the convening right holder. If the convening authority does not convene the BOD without justifiable reasons, the director who requested the convening of the BOD may convene the BOD meeting.

Article 7 [Method of resolution]

① The resolution of the BOD shall be adopted by the attendance of a majority of the directors and the consent of a majority of the directors present. However, the number of resolutions of the BOD on matters falling under Articles 397-2 (Prohibition on Misappropriation of Corporate Opportunities) and 398 (Prohibition of Self-Dealing) of the Commercial Act shall be at least 2/3 of the directors.

② Directors shall attend meetings of the BOD in person.

③ The BOD may allow all or some of the directors to participate in a resolution without direct attendance at the meeting employing remote communications through which all the directors simultaneously transmit and receive voice. In such cases, the director shall be deemed to have attended the BOD directly.

④ A director who has a special interest in a resolution of the BOD shall not exercise his/her voting right.

Article 8 [Matters Subject to Resolution of the BOD]

① The matters in each of the following subparagraphs must obtain a resolution of the BOD. However, if there is an urgent matter that cannot wait for the convocation of the BOD, it may be executed without a resolution of BOD and then ratified by the BOD.

1. Determining and changing the basic policy for company management
2. Business plans, budget, and settlement of accounts for the business year;
3. Convening of the general meeting of shareholders
4. Matters requiring the agenda for the general meeting of shareholders
5. Appointment of the representative director
6. Appointment and dismissal of directors
7. Full-time director's concerning duties as executives at other companies or in other jobs
8. Approval of transactions between directors and the company
9. Changes in capital
10. Issuance of new stock and invitation of corporate bond
11. Important domestic and foreign credit and reception

12. Important debt guarantees
13. Important investments
14. Acquisition or disposal of important property
15. Establishment of important collateral
16. Disposal of irrecoverable claims
17. Determination of important matters concerning working conditions
18. The grant and cancelation of stock options within the scope of 3/100 of the total number of issued stocks under the provisions of Article 542-3 Paragraph 3 of the Commercial Act, excluding directors of the corporate
19. Determination of dividend rate, convertible period, redemption value, and redemption period when issuing class stocks under Articles 9-2 through 9-5 of the articles of incorporation
20. Whether to issue new stocks and determination of the types, number, and issue prices of stocks at the time of issuance under Article 165-6 of the Financial Investment Services and Capital Markets Act;
21. Determination of the method of disposing of stocks and stocks that result from the renunciation or loss of the preemptive right to new stocks under Article 10 of the Articles of Incorporation
22. Determination of the redemption value and redemption period when issuing Class III stocks under Article 9-4 of the Articles of Incorporation
23. Determination of the transfer agent of the corporate's shares, the place where such affairs are handled, and the scope of agency business
24. Determination of matters regarding the corporate bonds, convertible bonds, bonds with warrants, and exchangeable bonds under Article 3 of the Articles of Incorporation
25. Decision on the appointment of counseling service and advisors under Article 43 of the Articles of Incorporation
26. Matters concerning dividends when the BOD approves financial statements under Article 53 (3) of the articles of incorporation and Article 8 (2) of this Regulation
27. Establishment and amendment of internal accounting management regulation.
28. Establishment, amendment, or abolishment of the regulations of the BOD
29. Other matters prescribed in the relevant laws and regulations and important matters deemed necessary by the representative director

②The company may approve it by the resolution of the BOD if all of the following requirements are met.

1. When there is an external auditor's opinion that financial statements such as a balance sheet and an income statement (including consolidated financial statements in cases where the company is a company subject to the preparation of consolidated financial statements prescribed by the Enforcement Decree of the Commercial Act) adequately indicate the financial status and

management performance of the company under statutes and the articles of incorporation

2. When all auditors agree

Article 9 [Matters to be Reported]

① The representative director shall report the following matters to the BOD:

1. Execution and performance of resolutions of the BOD;
2. Other matters deemed necessary by BOD.

② The representative director or the internal accounting manager delegated by the representative director shall report the operational status of the internal accounting control system to the BOD and the auditor once a year, and the auditor shall evaluate the operational status of the internal accounting control system and report it to the BOD once a year.

Article 10 [Attendance of Persons other than Directors]

① The auditor may attend a meeting of the BOD and state his/her opinion.

② The BOD may request the attendance of non-directors to hear their opinions, if necessary.

Article 11 [Meeting Minutes]

① Minutes of meetings shall be prepared concerning the proceedings of the BOD.

② The agenda, outline of progress and result thereof, opponents, and grounds for objection shall be stated in the minutes, and directors and auditors present shall affix their names and seals or sign thereon.

Article 12 [Committee]

① The BOD may establish committees within the BOD, as prescribed by the Articles of Incorporate.

② The BOD may delegate its authority to the Committee, except for the following matters:

1. Proposal of matters subject to approval at a general meeting of shareholders
2. Appointment and dismissal of the representative director
3. Establishment of the Committee and appointment and dismissal of its members
4. Matters prescribed by the Articles of Incorporation

③ Detailed matters concerning the composition, authority, operation, etc. of each committee shall be determined by a resolution of the BOD.

Supplementary Provision

The Regulations shall become effective from July 1, 2015.

The Regulations shall become effective from July 1, 2019.

The Regulations shall become effective from March 29, 2022.