

Corporate Governance Charter

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Preamble

Dongwon Metal aims to become a globally recognized, respected, and sustainably growing world-class enterprise. Through dedicated ESG enhancement efforts, the company fulfills its social responsibilities and advances toward establishing a sustainable management system as a **LEADING** company.

As a global enterprise, Dongwon Metal establishes this Corporate Governance Charter to carry out sustainable management activities that promote joint growth with all stakeholders, including employees, suppliers, investors, and customers.

Under this Charter, Dongwon Metal commits to cultivating core talent, providing customers with optimal products, and contributing to local communities, with the Board of Directors at the center of these efforts. The Board of Directors shall continuously strengthen diversity, expertise, and independence. Under the Board's supervision, the management shall practice transparent and responsible management to promote the balanced advancement of the interests of stakeholders, including shareholders, customers, employees, and suppliers.

Main Text

Chapter 1. Shareholders

Article 1 (Rights of Shareholders)

1. As owners of Dongwon Metal Co., Ltd. (hereinafter, the "Company"), shareholders hold the following fundamental rights in accordance with the Commercial Act and relevant laws:
 - The right to participate in the distribution of profits
 - The right to attend and vote at the General Meeting of Shareholders
 - The right to receive information required for exercising shareholder rights on a regular and timely basis
2. Major matters involving significant changes to the company's existence or shareholder rights, such as amendments to the Articles of Incorporation, mergers, business transfers, splits, dissolution, capital reduction, and comprehensive share exchanges or transfers, shall be decided through proper procedures at the General Meeting of Shareholders that fully protect shareholder rights.
3. Prior to the General Meeting of Shareholders, the Company shall provide sufficient information regarding agenda items to all shareholders so that they have ample time to review. The Company shall also ensure that the schedule and venue allow shareholders to exercise their rights with ease.
4. Shareholders may propose agenda items at the General Meeting of Shareholders in accordance

with the Commercial Act and relevant laws, and may inquire and request explanations on agenda items during the meeting.

Article 2 (Equitable Treatment of Shareholders)

1. Each common share carries one voting right, and the Company shall ensure that shareholders are treated fairly in accordance with the Commercial Act and relevant laws, without infringement of their essential rights. However, limitations on voting rights may be imposed in accordance with applicable laws.
2. The Company shall provide necessary information to shareholders timely, sufficiently, and impartially. Even when disclosing information that is not subject to mandatory disclosure, the Company shall ensure equal access to all shareholders.
3. The Company shall protect shareholders from unlawful internal transactions and self-dealing, and shall establish and operate appropriate internal control mechanisms.

Article 3 (Responsibilities of Shareholders)

1. Shareholders shall recognize that their exercise of voting rights may influence corporate management and should actively exercise such rights for the Company's advancement and interests.
2. Controlling shareholders who influence company management shall act for the benefit of the Company and all shareholders, and avoid actions that may cause harm.

Chapter 2. Board of Directors

Article 4 (Functions of the Board of Directors)

1. The Board of Directors has comprehensive authority and responsibility over the Company's management within the scope permitted by relevant laws. It shall make major management decisions and perform oversight functions in the interest of the Company and its shareholders.
2. The Board of Directors may delegate its authority to the CEO or to committees within the Board. However, matters prescribed by laws, the Articles of Incorporation, or the Board Regulations shall not be delegated.

Article 5 (Composition of the Board and Appointment of Directors)

1. To ensure active discussion and effective decision-making, the Company shall have at least 3 but no more than 7 Directors. Outside Directors shall comprise at least one-quarter of the Board, in a number sufficient to ensure independent and effective oversight.
2. Inside Directors shall be appointed at the General Meeting of Shareholders based on

recommendations from the Board of Directors.

3. The term of any Director shall be guaranteed unless disqualification or other causes defined by law arise.

Article 6 (Qualifications of Directors)

1. Directors must meet the qualification requirements prescribed by relevant laws and be able to represent the balanced interests of all shareholders and stakeholders.
2. Inside Directors must possess substantial experience and expertise relating to the Company's business and be able to devote sufficient time to their duties.
3. Outside Directors must have expertise or practical experience in fields such as finance, accounting, law, economics, or corporate governance, must have no significant conflict of interest with the Company, and must be able to make independent decisions apart from management or major shareholders.

Article 7 (Operation of the Board)

1. The Board of Directors shall, as a rule, hold regular meetings once every quarter, and may convene special meetings in the event of urgent matters. The Company shall establish and operate the Board Regulations specifying the authority, responsibilities, and operational procedures of the Board.
2. The Board shall prepare and maintain minutes recording agendas, progress, results, dissenting Directors, and reasons for dissent.
3. The Company shall disclose attendance records and voting results of each Director in accordance with relevant laws.

Article 8 (Board Committees)

1. To enhance specialization and efficiency, the Board may establish committees pursuant to the Articles of Incorporation.
2. Matters related to the composition, operation, and authority of committees shall be defined in separate regulations.
3. Resolutions by committees on delegated matters shall have the same effect as resolutions of the Board and shall be reported to the Board.
4. If the Board identifies significant issues in a committee's resolution, it may re-deliberate and re-resolve the matter.

Article 9 (Role of Outside Directors)

1. Outside Directors participate in major management decisions and supervise management while providing constructive advice.
2. Outside Directors shall review materials in advance and devote sufficient time to their duties.
3. The Company shall provide necessary information for the duties of Outside Directors in a timely manner.
4. Outside Directors may request required information and, if necessary, seek assistance from internal staff or external experts at the Company's expense.
5. Outside Directors shall refrain from excessive concurrent positions to ensure faithful performance of duties.

Article 10 (Duties and Responsibilities of Directors)

1. Directors shall perform duties with the duty of care and loyalty, making reasonable decisions based on sufficient information.
2. Directors shall not exercise authority for the benefit of themselves or others and shall prioritize the Company's and shareholders' interests.
3. Directors shall not disclose or use Company information for personal gain.
4. Directors may be held liable for damages to the Company or third parties for violations of laws or negligence.
5. Reasonable business judgments made in good faith based on sufficient information shall be respected.
6. The Company may purchase liability insurance for Directors at its expense to attract competent talent.

Article 11 (Evaluation and Compensation)

1. The management activities of the Board of Directors shall be evaluated fairly, and results shall be reflected in compensation.
2. Director compensation shall be executed within the limits approved by the General Meeting of Shareholders.
3. The Company shall disclose compensation and compensation policies for major executives in accordance with law.

Chapter 3. Audit Body

Article 12 (Audit Committee)

1. The Audit Committee shall consist of at least three Directors appointed by the General Meeting of Shareholders, with at least two-thirds being Outside Directors. At least one member shall have expertise in accounting or finance.
2. The Committee reviews legality of management execution, financial rationality, accuracy of financial reporting, and appropriateness of accounting standards, and approves and reports the appointment/dismissal of external auditors.
3. The Committee may access necessary information and, if needed, seek external professional advice at the Company's expense.
4. The Committee may convene regular or special meetings and request reports from management, finance officers, or auditors and require the attendance of external auditors.
5. Minutes shall be kept for each Audit Committee meeting.

Article 13 (External Auditor)

1. The External Auditor shall remain independent from the Company, management, and major shareholders.
2. The External Auditor is appointed by the Audit Committee and must report significant audit matters to the Committee.
3. The Auditor shall attend the General Meeting of Shareholders and faithfully respond to inquiries regarding the audit report.
4. The Auditor shall assess the Company's going-concern status pursuant to applicable laws.
5. The Auditor is liable for damages caused by negligent auditing.

Chapter 4. Stakeholders

Article 14 (Protection of Stakeholders' Rights)

1. The Company shall fulfill its social responsibilities toward various stakeholders including customers, employees, shareholders, creditors, suppliers, and local communities.
2. The Company shall protect stakeholder rights under relevant laws and shall work to maintain and improve working conditions in compliance with labor laws.

3. The Company shall provide necessary information to stakeholders within legal boundaries.
4. The Company shall comply with fair trade laws to promote fair market competition and balanced national economic growth.
5. The Company shall comply with creditor protection procedures for matters significantly affecting creditor rights, such as mergers, capital reductions, and splits.

Chapter 5. Disclosure

Article 15 (Disclosure)

1. The Company shall prepare and disclose business reports, semiannual reports, and quarterly reports regularly, and disclose major issues that may affect shareholders and stakeholders promptly and accurately.
2. To ensure equal access to information, the Company shall disclose information so that all users can access it simultaneously.
3. The Company shall designate a disclosure officer and establish an internal system to ensure important information is promptly reported.

Dongwon Metal Co., Ltd.

CEO Sungyong Park

[Revision History]

Version	Date Issued	Effective Date	Key Changes	Author
0	2023-12-26	2023-12-26	Initial Establishment	Department (or Team) responsible for Finance and Accounting