posco
포스코퓨처엠

이사회 독립성·다양성 정책
(Board Independence and Diversity Policy)

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Managed by	**Management Strategy Group**		
Reviewed by	**Head of Management Strategy Group**		
Approved by	**CEO (Chairman of BOD)**		

Purpose

The purpose of this policy is for the board of directors, the highest decision-making, management, and supervisory body of POSCO FUTURE M, to make objective, efficient, and reasonable decisions that maximize the profits of companies and shareholders and contribute to the development of stakeholders and civil society, it is important to have an independent and diverse structure. Based on the above belief, this policy aims to constitute the board of directors of POSCO FUTURE M with directors from various backgrounds, experiences, abilities, and significant independence.

Scope of Application

This policy applies to POSCO FUTURE M.

Code of Conduct

1. **Board Independence**

   - The board of directors shall abide by relevant laws such as the Commercial Act and the Financial Investment Services and Capital Markets Act and perform decision-making and (to establish a fair and transparent corporate governance structure) management/supervision functions independently of the executive management, controlling shareholders, and stakeholders.

   - In order for the board of directors to actually maintain independence and supervise and oversea the executive management, the board of directors shall include outside directors under the Commercial Act and other relevant laws.

   - Qualifications and independence of outside directors shall be more strictly regulated than that of inside directors. Outside directors shall be independent in accordance with relevant laws and this policy. Stronger independence requirements than the relevant laws and this policy may be set by referring to the global standards to the extent that such requirements do not violate the relevant laws and the articles of incorporation.

2. **Board Diversity**

   - The board of directors shall be composed of people with diverse knowledge, experiences, abilities, and gender so that they can fulfill their roles and responsibilities and make objective and reasonable decisions based on effective discussions from various perspectives.

Action Plans

1. **Selection of Candidates with Expertise and Independence**

   - A person with the ability, experience, and competency to fulfill his/her role and responsibilities as a candidate shall be recommended and selected as a candidate. More careful consideration shall be given to selecting/appointing a person who is liable for damage to corporate value and infringement of shareholders' rights and interests or those who may have a conflict of interest with the company or shareholders as a candidate.

2. **Securing Independence of Outside Directors**

   - Outside directors shall be particularly independent and neutral. Therefore, when appointing a person as an outside director, it shall be comprehensively reviewed whether there are any circumstances in which the person cannot actually secure his/her independence. Persons who can neutrally and objectively perform their duties for the benefit of the company and shareholders shall be appointed as outside directors.

   - To verify independence, the board of directors strictly maintains the level of independence of director candidates and serving directors based on compliance with the domestic Commercial Act and the Monopoly Regulation and Fair Trade Act, and forfeits their position if any of the following apply.

     · Directors, executives, and employees of the company's executive officers, and those employed within the last two years, including directors, auditors, executives, and employees.

     · The largest shareholder and his/her spouse and lineal ascendants and descendants

     · If the largest shareholder is a corporation, its directors, auditors, executives, and employees

     · The spouse and lineal ascendants and descendants of directors, auditors, and executives

· Directors, auditors, executives, and employees of the company's parent or subsidiary

· Directors, auditors, executives, and employees of corporations with significant relationships, such as transactional relationships, with the company.

Directors, executive officers, and employees of the company who serve as directors, executive officers, or employees of another company

3. Securing Diversity of Board of Directors

- We shall promote gender equality in the board of directors.

- When recommending/reviewing candidates, diversity factors such as gender, nationality, age, professional ability, experience, background, race, religion, and ethnicity shall be fully considered in order to enhance the diversity of the board of directors.

  · Gender: candidates of different genders reflecting the principle of gender equality, without being composed only of directors of a specific gender

  · Age: candidates of various age groups to enhance flexibility and the efficiency of the board of directors

  · Other factors: not discriminating based on reasons such as nationality, race, religion, ethnicity, cultural background, etc.

- In order for the board of directors to make reasonable decisions, people with rich experience and expertise in various fields such as industry, finance, academia, law, accounting, or public sector shall be appointed as outside directors, instead of appointing them all from a single field.