

## Board of Directors Regulations

Effective Date  
2014.01.01

### Article 1 (Purpose)

The purpose of this regulation is to stipulate matters concerning the composition and operation of the board of directors of Alteogen Co., Ltd. (hereinafter referred to as the "company").

### Article 2 (Scope)

Matters related to the company's board of directors shall be governed by this regulation, except as otherwise provided by laws or the articles of incorporation.

### Article 3 (Authority of the Board of Directors)

- ① The board of directors decides on matters stipulated in laws or the articles of incorporation, matters delegated by the general meeting of shareholders, and matters stipulated in this regulation.
- ② Matters related to business execution that are not determined by the resolution of the board of directors in this regulation are left to the CEO(Chief Executive Officer) & President.
- ③ The board of directors supervises the performance of the duties of the directors.

### Article 4 (Composition of the Board of Directors)

- ① The board of directors is composed of all directors elected at the general meeting of shareholders.
- ② One assistant may be appointed to handle the business of the board of directors.

### Article 5 (Chairman)

The Chairman of the Board of Directors shall be the CEO(Chief Executive Officer) & President, and if the CEO(Chief Executive Officer) & President is unable to

perform his/her duties, he shall act on his/her behalf in the order determined by the Board of Directors.

#### **Article 6 (Auditor's Attendance, etc.)**

- ① The auditor may attend the board of directors meeting and state his/her opinion.
- ② When the auditor recognizes that a director has acted in violation of laws or the articles of incorporation or is likely to commit such act, This must be reported to the board of directors.
- ③ According to Article 16 of the Audit Regulations, auditors must attend and report the audit results of regular and special audits to the regular board of directors to come after the end of the audit.
- ④ According to Article 21 of the Audit Regulations, the auditor must immediately convene and report to the Board of Directors when any of the matters in Article 21 of the Audit Regulations occurs.

#### **Article 7 (Listening to the opinions of interested parties)**

The Board of Directors may invite related staff or external personnel to attend and hear explanations or opinions on the agenda in deliberation.

#### **Article 8 (Classification and Convocation of the Board of Directors)**

- ① The board of directors is divided into regular and temporary boards of directors.
- ② Regular BOD meetings are held every three months, and if necessary, the convening authority can determine the time and place of the meeting.
- ③ Temporary board meetings are held when the convening authority deems it necessary and at the request of the directors.
- ④ The person who has the authority to convene the board of directors shall be the chairperson, and if the chairperson is unable to perform his/her duties, he/she becomes the person authorized to convene in the order determined by the board of directors.
- ⑤ The auditor may convene a board of directors meeting in the event of any of the matters in Article 21 of the Audit Regulations.

### Article 9 (Convocation Procedure)

- ① When convening a board meeting, each director and auditor must be notified of the date and time, place, and other agenda items 3 days prior to the meeting of the board of directors.
- ② If all directors and auditors agree, the procedure in the preceding paragraph may be omitted.

### Article 10 (How to Resolve)

- ① Director has each vote.
- ② The resolution of the board of directors is decided by the attendance of a majority of directors and a majority of the directors present.  
However, in case of a tie in vote, the chairperson decides.
- ③ The board of directors may permit all or some of the directors to participate in a resolution without attending the meeting in person, but by telecommunication means for all directors to simultaneously transmit and receive voices. In this case, the director shall be deemed to have attended the board of directors in person.
- ④ Outside directors must attend the BOD meeting where the matters under Article 11, Item 1 “라” , “바” , “사” and “하” , and Item 4 “나” are discussed.
- ⑤ Anyone who is specially interested in the resolution of the board of directors cannot exercise their voting rights and are not counted in the number of voting rights.
- ⑥ The voting rights of the board of directors cannot be represented.

### Article 11(Resolution)

The board of director deliberates and decides on the following:

#### 1. Commercial Act and Resolution

- 가. Convocation of a general meeting of shareholders (Commercial Act Article 362, Articles of Incorporation Article 23)
- 나. Approval of business reports and financial statements (Article 447 of the Commercial Act)
- 다. Appointment of CEO(Chief Executive Officer) & President(Commercial Act

Article 389, Articles of Incorporation Article 37)

- 라. Determination of issuance of new shares (Commercial Act Article 416, Articles of Incorporation Articles 9-2 and 10)
  - 마. Capital Transfer of Reserves (Commercial Act Article 461)
  - 바. Issuance of convertible bonds (Commercial Act Article 513, Articles of Incorporation Article 18)
  - 사. Issuance of Bonds with Warrants(BW) (Article 516-2 of the Commercial Act, Article 19 of the Articles of Incorporation)
  - 아. Issuance of bonds (Article 469 of the Commercial Act)
  - 자. Establishment, transfer or abolition of branch offices (Commercial Act Article 393, Articles of Incorporation Article 3)
  - 차. Decrease in capital (Article 438 of the Commercial Act)
  - 카. Acquisition and cancellation of treasury stocks (Commercial Act Article 341, Articles of Incorporation Article 14)
  - 타. Grant stock options (Article 340-3 of the Commercial Act, Article 11 of the Articles of Incorporation)
  - 파. Grant option to buy stock ownership (Article 12 of the Articles of Incorporation)
  - 하. Transfer of business, acquisition, lease, etc. (Commercial Act Article 374)
  - 거. Change of Articles of Incorporation (Commercial Act Article 434)
  - 너. Merger and division of companies (Articles 522 and 530-3 of the Commercial Act)
  - 더. Stock Splits (Article 329-2 of the Commercial Act)
  - 러. Selection of a transfer agent (Article 15 of the Articles of Incorporation)
2. Matters related to company management
- 가. Determination and change of basic policies for company management
  - 나. Promotion of new business
  - 다. Enactment and amendment of important rules
3. Assets
- 가. Signing of an important contract

나. Acquisition or disposition of important property

다. Deficits Disposal

라. Loan of long-term funds

#### 4. Others

가. Matters concerning the filing of major lawsuits and reconciliation

나. Matters stipulated in the Regulations on Stakeholder Transactions

다. Matters stipulated in other laws or the articles of incorporation and matters deemed necessary by the CEO(Chief Executive Officer) & President

#### **Article 12 (Place of Board of Directors)**

The board of directors is held at the company's headquarters. However, if necessary, it may be held at a place other than the head office determined by the chairman.

#### **Article 13 (Post Ratification)**

When there is no time to go through a resolution of the board of directors for urgent matters, The chairman of the board of directors may temporarily deal with it in consultation with the director in charge. However, in this case, the board of directors must be convened promptly after the fact and its approval must be obtained.

#### **Article 14 (Mandate)**

Except as stipulated in laws or the articles of incorporation among matters subject to resolution by the board of directors, By resolution of the board of directors, the CEO(Chief Executive Officer) & President may be entrusted with the decision.

#### **Article 15 (Minutes)**

- ① Minutes about the intention of the Board of Directors are written.
- ② In the minutes, the matters and results discussed at the meeting are recorded and Directors and auditors present write the name to seal or sign.
- ③ The original copy of the minutes is kept at the head office.

#### **Article 16 (Travel Expenses)**

For non-executive executives attending the BOD, travel expenses and transportation expenses in an amount determined separately by the CEO(Chief Executive Officer) & President may be paid.

**Article 17 (Enactment, Amendment and Details of Regulations)**

- ① The enactment and revision of this regulation is subject to the resolution of the board of directors.
- ② Matters necessary for the specific implementation of this regulation shall be determined by the CEO(Chief Executive Officer) & President.

**Article 18 (Revision History)**

Revision No.	Effective Date	Reason of Revision	Revised By
1.0	01 Jan 2014	Enactment	Jong Yoon Park