

# Guidelines on Outside Directors Independence

SK bioscience (hereinafter referred to as the "Company") shall secure directors and outside directors with appropriate ethical awareness and sufficient qualifications, thereby the Board of Directors may fulfill its unique role of checks and balances based on independent decision-making authority and continue to conduct efficient management activities centered on the Board. To this end, the Company shall prepare guidelines that apply mutatis mutandis to global standards and relevant laws such as the Commercial Act to secure practical independence and qualifications necessary for the performance of directors.

Outside director candidates shall be judged to have qualifications and independence as a director if they satisfy the following requirements. In addition, the outside director's significant relationship with the Company shall be comprehensively considered:

1. A person who has no grounds for disqualification as a director under the law;
2. A person who has no history of damage to corporate value or infringement of shareholder rights and interests;
3. A person who has attended at least seventy-five percent (75%) of the Board meetings within the past three (3) years;
4. A person who was not an officer or employee of the Company or its affiliates (including non-profit organizations) within the past five (5) years;
5. A person for whom five (5) years have not elapsed since performing audit or related work as an employee and related person of external audit agency of the Company (current and past), or its affiliated corporations;
6. A person who was not a full-time employee within the past five (5) years of an individual or corporation (including a law firm) that was an interested party with an important business relationship or cooperative relationship with the Company (including the largest shareholder and affiliates); and
7. A person whose independence was not compromised as an outside director due to interests with the Company within the past three (3) years, such as under an advisory contract on legal and management issues, etc.

**April 27, 2022**

**SK bioscience**