

**SAMSUNG SDS**

**2025 Annual General Meeting of Shareholders**

**Reference Material**

**SAMSUNG SDS CO., LTD.**

# Notice of Annual General Meeting of Shareholders

**Date / Time:** 09:00 AM on March 19, 2025, Korea Standard Time (UTC+9)

**Place:** Magellan Hall(B1F), Samsung SDS 125, Olympic-ro 35-gil, Songpa-gu, Seoul, Korea

## Agenda

### Agenda Item 1: Approval of Financial Statements for the 40<sup>th</sup> term

The Board of Directors (“BOD”) is seeking your approval of the following financial statements for FY2024 beginning on January 1, 2024 and ending on December 31, 2024.

#### Financial performance (K-IFRS, consolidated)

(Unit: KRW Billion)

	<b>FY2024</b>	<b>FY2023</b>	<b>Change</b>
Revenue	13,828	13,277	+7.4%
Operating profit	911	808	+12.7%
Net profit	790	701	+12.6%
EPS (KRW)	9,787	8,965	+9.2%

Asset	13,238	12,321	+7.4%
Liabilities	3,533	3,345	+5.6%
Equity	9,705	8,976	+8.1%
Liabilities/Equity	36.4%	37.3%	-0.9%p

ROE	8.4%	8.2%	+0.2%p
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## Annual dividend

For fiscal year 2024, the BOD decided a year-end dividend of KRW 2,900 per share. The total dividend payout is KRW 224.3 Billion. Samsung SDS has decided its dividends in accordance with the company's Three-year Dividend Policy which constitutes the 2022~2024 dividend payout ratio to be around 30%, excluding one-off non-recurring gains and losses. Please refer to Matters Related to Ad Hoc Public Disclosure Obligation (Fair Disclosure) dated 2023.1.26 as to the details of Shareholder Return Policy from FY2022 through FY2024.

## Agenda Item 2: Appointment of Executive Directors

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### 2.1. Appointment of Executive Director, Junehee Lee

#### Rationale for Recommendation by the Board

Junehee Lee has proven his excellent technological leadership and management capabilities at Samsung Electronics while serving as the leader of Mobile business Technology strategy team, Networks business R&D team, and Networks business Global Sales & Marketing team. He has various know-hows such as technological innovation of Galaxy series and commercialization of world's first 5G network. Based on this, he is recommended as a candidate for executive director because he is considered to be the right person to lay the foundation for new leap forward and sustainable growth in the Cloud business and Generative AI service business that SDS is promoting.

#### Professional experience

- 2012~2015 Corporate VP at Samsung Electronics DMC R&D Center
- 2016~2018 Corporate SVP of CP R&D Team at Samsung Electronics Mobile Business
- 2019~2020 Corporate SVP of Technology Strategy Team at Samsung Electronics Mobile Business
- 2021~2022 Corporate EVP of R&D Team at Samsung Electronics Networks Business
- 2023~2024 Corporate EVP of Global Sales&Marketing Team at Samsung Electronics Networks Business
- 2025~Present President of Samsung SDS

## **2.2. Appointment of Executive Director, Hojoon Lee**

### **□ Rationale for Recommendation by the Board**

Hojoon Lee is a Digital Transformation expert who has led process consulting such as execution/operation of cloud transformation of corporate IT systems at Accenture in the US for 27 years. With high understanding and business performance experience in IT consulting, Cloud, infrastructure, and SaaS fields, he will lead the cloud business which is a core business of SDS and contribute to finding new businesses. Therefore, he is recommended as a candidate for executive director.

### **□ Professional experience**

- 2006~2007 Director of Innovation centre for Oracle at Accenture
- 2007~2009 System Integration Leader of Financial Institute Client at Accenture
- 2010~2020 IT Leader of Health Client at Accenture
- 2021~2024 West market unit lead for Healthcare and Public service Tech strategy and advisor at Accenture
- 2025~Present Executive Vice President of Cloud Service Business Division at Samsung SDS

## **Agenda Item 3: Approval of Amendments to the Articles of Incorporation**

In light of the ever-changing business environment, the Board decided to update the Articles of Incorporation to reflect recent changes in applicable laws and to clarify the overall language.

### **□ Changes in the applicable laws and regulations**

Revision of articles related to the introduction of the electronic securities system:  
Preparation and Maintenance of the Register of Shareholders, Record date

## Changes in Board Operations

Add currently operating committees on the list of Board Committees:

Related Party Transactions Committee, Compensation Committee, and ESG Committee.

## Amendments

Original Language	Revised Language (2024)
<p><b>Article 10. (<u>Name, Address, Seal or Signature of Shareholders, etc.</u>)</b></p> <p>1. <u>Shareholders and registered pledgees shall report their names, addresses, and seals or signature to the transfer agent referred to in Article 9.</u></p> <p>2. <u>Shareholders and registered pledgees who reside in foreign countries shall appoint and report the place where, and an agent to whom, notices will be given in Korea.</u></p> <p>3. <u>The same shall apply in case of any changes in matters referred to in Paragraphs 1 and 2 above.</u></p>	<p><b>Article 10. (<u>Preparation and Maintenance of the Register of Shareholders</u>)</b></p> <p>1. <u>Upon receiving particulars of shareholders from the electronic registry, the Company shall prepare and keep the Register of Shareholders, noting the details provided and the date of notification.</u></p> <p>2. <u>If necessary, the Company can request the electronic registry to prepare particulars of shareholders.</u></p> <p>3. <u>[Deleted]</u></p>
<p><b>Article 14. (<u>Closing of Register of Shareholders and the Record Date</u>)</b></p> <p>1. <u>The Company shall suspend any entry into the Register of Shareholders of any alteration of a shareholder's name, registration or deregistration of pledge, or notation of entrustments or cancellation thereof from</u></p>	<p><b>Article 14. (Record Date)</b></p> <p>1. <u>[Deleted]</u></p>

<p><u>January 1st to January 31st of each fiscal year.</u></p> <p><u>2. The Company shall let the shareholders who are entered into the Register of Shareholders on the last day of each fiscal year exercise their rights thereof at the ordinary general meeting of shareholders.</u></p> <p><u>3. In case where the Company convenes an extraordinary general meeting of shareholders or where deemed otherwise necessary, the Company may, by resolution of the Board of Directors or such committee as authorized by the Board of Directors, set the record date or suspend changes in the Register of Shareholders for a certain period not exceeding three (3) months; provided that if the Board of Directors or such committee as authorized by the Board of Directors deems it necessary, the Company may suspend changes in the Register of Shareholders and set the record date at the same time. The Company must give at least two (2) weeks' prior public notice.</u></p>	<p><u>1. The Company shall let the shareholders who are entered into the Register of Shareholders on the last day of each fiscal year exercise their rights thereof at the ordinary general meeting of shareholders.</u></p> <p><u>2. In case where the Company convenes an extraordinary general meeting of shareholders or where deemed otherwise necessary, the Company may, by resolution of the Board of Directors or such committee as authorized by the Board of Directors, set the record date and give at least two (2) weeks' prior public notice of the information.</u></p>
<p><b>Article 34. (Committees of the Board of Directors)</b></p> <p><u>1. The Company shall have the following committees within the Board of Directors and may establish additional committees to deliberate and decide on matters delegated by the Board of Directors:</u></p> <p>a. Independent Director Recommendation Committee;</p>	<p><b>Article 34. (Committees of the Board of Directors)</b></p> <p><u>1. The Company may establish the following committees within the Board of Directors by the resolution of the Board of Directors:</u></p> <p>a. Independent Director Recommendation Committee;</p>

b. Audit Committee; c. Management Committee	b. Audit Committee; c. Management Committee; <u>d. Related Party Transactions Committee;</u> <u>e. Compensation Committee;</u> <u>f. ESG Committee;</u> <u>g. Other committee as deemed necessary by the Board of Directors</u>
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#### Agenda Item 4: Approval of Remuneration Limit for the Directors

	FY2025	FY2024	
		Approved	Actual
Total remuneration Limit	KRW 8.3 Billion	KRW 8.3 Billion	KRW 6.6 Billion

The Board recommends a remuneration limit of KRW 8.3 billion for FY2025.