# kakao

# Corporate Governance Report for the Year 2022

# Kakao Corp.

In accordance with Article 24-2 of the Regulation on Disclosure on the Securities Market and Article 7-2 of its Detailed Enforcement Regulations, Kakao Corp. has prepared this Report to help investors understand the current state of Kakao Corp.'s corporate governance. Information on the governance status in this Report is current as of December 31, 2022, and any changes thereafter as of the Report's submission date have been stated separately. In addition, for all governance-related activities described in the Report, the details of these activities for the period subject to disclosure (January 1, 2022, to December 31, 2022) were stated. If a separate period has been suggested, the details of these activities for that period are also stated.

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# I. Summary

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▶ Prepared by:

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▶ Base Date of Preparation: December 31, 2022

► Company Overview<sup>1</sup>

Major Shareholders	Beomsu Kim	Stake Percentile of the Major Shareholders	24.14%²
Major Shareholders	and 72 other persons	Stake Percentile of the Minor Shareholders	60.29%²
Type of Business (Financial/Nonfinancial)	Nonfinancial	Major Products	Portal and other Internet information -based services
Is the company a corporate group under the Fair Trade Act? (Yes/No)	Yes	Is the company subject to the Act on the Management of Public Institutions?	No
Corporate Group Name	Kakao	(Yes/No)	
S	ummary of Financial Sta	tus (Unit: KRW 100 million)	
	FY 2022 <sup>3</sup>	FY 2021 <sup>3</sup>	FY 2020 <sup>3</sup>
Consolidated Revenues	71,0	61,36	7 41,568
Consolidated Operating Profit	5,8	5,94	9 4,559
Consolidated Profit from Continuing Operations	10,6	16,46	2 1,734
Consolidated Net Profit	10,6	16,46	2 1,734
Consolidated Total Assets	229,6	227,79	6 119,540
Separate Total Assets	107,9	100,24	7 73,455

Based on the recently published business report

<sup>&</sup>lt;sup>2</sup> Displayed to two decimal places (rounded off from the third decimal place)

<sup>&</sup>lt;sup>3</sup> The most recent data is at the left of the table.

# **II.** Corporate Governance Status

## 1. Corporate Governance Policies

## 1.1. Governance Principles and Policies

Kakao Corp. (hereinafter "Kakao") is striving to establish a governance structure that can be the basis for stable, reasonable, and transparent management to achieve the continuous growth of Kakao and enhance value for shareholders while protecting their rights and interests.

First, to realize a transparent governance structure, Kakao is proactively implementing its governance-related business process standards and disclosing the results therefrom. By sharing, through the website and its disclosures, Kakao's governance standards and progress, including Kakao's Corporate Governance Charter, Articles of Incorporation, the current activity status and operating regulations of its Board of Directors, and Kakao's Corporate Ethics Regulations, Kakao helps its stakeholders to understand the operation of its governance structure.

#### **General Shareholders' Meeting**

The General Shareholders' Meeting is the company's highest decision-making body. It consists of the Annual General Shareholders' Meeting, convened within three months from the end of each business year, and the Extraordinary General Shareholders' Meeting, convened as required. The General Shareholders' Meeting adopts resolutions, including approving financial statements and dividends, revising the Articles of Incorporation, and electing directors and auditors. Kakao encourages shareholders to participate in the General Shareholders' Meeting and improves their understanding of agendas by adopting electronic voting and electronic power of attorney and notifying each meeting four weeks in advance.

#### **Board of Directors**

As of the report submission date, the company's Board of Directors consists of two inside directors, one non-executive director, and four independent directors. The Board has four committees: Audit Committee, Compensation Committee, Director Nominating Committee, and ESG Committee.

To allow for independent judgment and decision-making, most of Kakao's Board of Directors consists of independent directors. An independent director chairs the Board on the report submission date to enhance its transparency and accountability. As of December 31, 2022, the Board comprises individuals with expertise in diverse areas, including finance/accounting, media/advertisement, law, and AI (Artificial Intelligence) / security. To achieve a stable governance structure through checks and balances among the members and enhance the efficiency of Board operations, Kakao also sets up committees chaired by independent directors within the Board and ensures efficient and professional decision-making in areas delegated under the regulations of the relevant committees. For an organizational chart related to the Board of Directors, please refer to "(Table 4-①-1) Organizational chart related to the Board of Directors, as of the submission date of the report."

#### 1.2. Governance Characteristics

#### **Composition of the Board of Directors Centered on Independent Directors**

Kakao's Board of Directors, which consists of directors elected in the Shareholders' Meeting, is the standing decision-making body of the company that adopts resolutions on critical matters regarding the fundamental management policies and operations of the company, in addition to those matters specified in the laws, Articles of Incorporation, or delegated by the General Shareholders' Meeting. The decision-making activities of the Board of Directors are centered around its independent directors. The independent directors are individuals with expertise and rich experience in various fields recommended through the Directors Nominating Committee or shareholder proposals and appointed by a shareholders' resolution at the General Shareholders' Meeting. As of the submission date of the disclosure document report, four out of the seven Board members are independent directors (57% of the total members), meaning that the Board is being operated with the number of independent directors at a level exceeding the majority required under the Commercial Act. On March 30, 2023, the Board of Directors elected Director Seok Yun, an independent director, as the chairperson to enhance its independence.

All independent directors are appointed in compliance with the Commercial Act's regulations related to the independent director requirements, and none of the independent directors have any special relationship with the company's major

shareholders, Management, or affiliates. All of Kakao's directors comply with all regulations in the relevant laws. These laws include the Commercial Act and Monopoly Regulation and Fair Trade Act (hereinafter the "Fair Trade Act"), which prevent conflicts of interest between directors and Kakao, including the prohibition of self-dealing, prohibition of misappropriation of company opportunities, and regulations on the disclosure of large-scale internal transactions.

To ensure the professionalism of the Board of Directors, the Board consists of the following independent directors with expertise in finance/accounting, media/advertisement, law, and AI/security, respectively. By organizing the Board of Directors in consideration of diversity in terms of gender, age, religion, nationality, race, ethnicity, cultural background, and other factors, Kakao is committed to ensuring diversity. In addition, by ensuring effective and thoughtful discussion and decision-making among independent directors, the company enables independent decision-making from management and controlling shareholders.

#### **Committee-Centered Operation in the Board of Directors**

The Board of Directors is the body that represents the shareholders and makes critical corporate decisions. Under the Board of Directors, there are four committees currently in operation: Directors Nominating Committee, Compensation Committee, Audit Committee, and ESG Committee. Among the professional committees, the Compensation and ESG Committee are operated at their own discretion to enhance the Board's professionalism and efficiency. While all committees under the Board of Directors include a majority of independent directors, the Audit and Compensation Committee are composed entirely of independent directors to ensure their independent decision-making. The Directors Nominating Committee, Compensation Committee, Audit Committee, and ESG Committee are chaired by independent directors as of the report submission date to enhance independence and managerial supervision.

# Strengthening the Expertise of the Board of Directors Committees

The primary purpose of the Board of Directors committees is to discuss professional decision-making matters delegated by the Board. For this reason, at least three directors are assigned to each committee to ensure smooth meeting functions. Considering the characteristics of each committee, they are operated by appointing directors with expertise and experience in the relevant field.

In particular, the Audit Committee comprises independent directors with the expertise required to independently audit Kakao's accounting and business, including one finance and accounting expert. In addition, considering the professionalism and independence of audit work, the Audit Committee minimizes changes in its members during the directors' terms of office. All members of the Audit Committee receive regular audit-related training.

# **Governance Status (Summary)**

Internal	Composition (No. of Independent	(No. of Status)		Major Roles
Organization	Directors / No. of Members)	December 31, 2022	Report Submission Date	<b>y</b>
Board of Directors	4/7 (Majority)	(Independent		Makes decisions on matters stipulated by laws or the Articles of Incorporation, matters delegated through the General Shareholders' Meeting, important matters related to the company's basic management policy and business execution, and supervises the Management
Audit Committee	3/3 (All)	Seok Yun (Independent Director)	Seok Yun (Independent Director)	Audits the financial statements, checks and approves audit activities, and selects external auditors
Directors Nominating Committee	2/3 (Majority)	(Independent   (Indep		Appoints directors and deliberates on whether to reappoint directors
Compensation Committee	3/3 (All)	Kyujin Cho (Independent Director)	Sunkyung Shin (Independent Director)	Sets remuneration amounts for directors, executives, and employees
ESG Committee	2/3 (Majority)	Sejung Choi (Independent Director)	Sejung Choi (Independent Director)	Inspects and approves sustainability management strategies and directions and manages and supervises performance and problems

<sup>\*</sup>Note: On March 30, 2023, at the Board of Directors meeting, independent director Seok Yun was appointed as the Board of Directors Chairperson, and independent director Sunkyung Shin was appointed as the Compensation Committee Chairperson.

#### 2. Shareholders

(Key Rule 1) Shareholders' Rights

Shareholders shall be provided with the sufficient information required to exercise their rights promptly and be able to exercise their rights through appropriate procedures.

(Detailed Rule 1-①) The company shall provide its shareholders with sufficient information on the date, venue, and agenda of its General Shareholders' Meeting an adequate period in advance.

## A. Provision of Information Related to the General Shareholders' Meeting

To provide shareholders with sufficient information on the date, venue, and agenda of the General Shareholders' Meeting on time, when the Board of Directors decides to meet, we provide the resolution details to convene a General Shareholders' Meeting through disclosure. Because of the 26th Annual General Shareholders' Meeting for 2020, we have notified our shareholders of the details of each agenda item by sending a convocation notice of the General Shareholders' Meeting four weeks before the date of said meeting (to shareholders with a stake of 1% or more), or by electronically announcing the General Shareholders' Meeting convocation through the electronic disclosure system and our website (https://www.kakaocorp.com).

(i) We have held three Annual General Shareholders' Meetings starting 2021, the year immediately preceding the period subject to disclosure. The current status and details of these General Shareholders' Meetings are as follows.

(Table 1-1) Details of the General Shareholders' Meetings from the start of the business year immediately preceding the period subject to disclosure to the submission date of the disclosure documents

	28th Annual General	27th Annual General	26th Annual General
	Meeting of	Meeting of	Meeting of
	Shareholders <sup>1</sup>	Shareholders <sup>1</sup>	Shareholders <sup>1</sup>
	(2022)	(2021)	(2020)
Convocation Resolution Day	February 22, 2023	February 24, 2022	February 25, 2021
Convocation Announcement Day	February 22, 2023	February 25, 2022	February 26, 2021
General Shareholders' Meeting Date	March 28, 2023	March 29, 2022	March 29, 2021
	(Tuesday)	(Tuesday)	(Monday)
Period between the Announcement	35 days before the	33 days before the	31 days before the
Date and the General Shareholders'	General Shareholders'	General Shareholders'	General Shareholders'
Meeting Date	Meeting	Meeting	Meeting
Venue/Region	Head Office /Jeju-si, Jeju Special Self- Governing Province, Korea	Head Office /Jeju-si, Jeju Special Self- Governing Province, Korea	Head Office /Jeju-si, Jeju Special Self- Governing Province, Korea
How shareholders are notified of matters related to the General Shareholders' Meeting	Sent a convocation notice;	Sent a convocation notice;	Sent a convocation notice;
	Announced on the website;	Announced on the website;	Announced on the website;
	Electronic Disclosure	Electronic Disclosure	Electronic Disclosure
	System	System	System

Whether convocation notifications were understandable to foreign shareholders and how these notifications were made		The decision to convene was announced and posted in English on the company's website.	The decision to convene was announced and posted in English on the company's website.	The decision to convene was announced and posted in English on the company's website.
	Attendance of the Board Members	2 out of 7 members attended	3 out of 7 members attended	2 out of 7 members attended
Detailed	Attendance of Auditors or Audit Committee Members	Attended	Attended	Attended
Matters	Main Contents of Shareholders' Remarks	No. of shareholders     who made remarks: 3     Remark contents:     Executive compensation and stock option	No. of shareholders     who made remarks: 0     Remark contents:     None	No. of shareholders     who made remarks: 2     Remark contents:     Inquiries and opinions related to the limit of remuneration for directors

<sup>\*</sup>Note: The first conference and announcement date is the decision date to convene and announce the above regular General Shareholders' Meeting. The Board of Directors' resolution for adding agenda items and correcting the convocation notice was accordingly performed on March 12, 2021, for the 26th term; March 14, 2022, for the 27th term; and March 3, 2023, for the 28th term.

**B.** We are making great efforts to provide shareholders with sufficient information concerning the General Shareholders' Meeting in advance (<u>four weeks' notice before the meeting</u>). For the 26th Annual General Shareholders' Meeting held on March 29, 2021, the 27th Annual General Shareholders' Meeting held on March 29, 2022, and the 28th Annual General Shareholders' Meeting held on March 28th, 2023, notices to convene were given four weeks before the meeting date, enabling shareholders to consider the agenda for a more extended period.

(Detailed Rule 1-②) Shareholders shall be encouraged to participate as much as possible at the General Shareholders' Meeting so that they can express their opinions.

# A. Regarding the Exercise of Voting Rights by Shareholders

(i) As described in "Table 1-2-1," for our shareholders to exercise their voting rights smoothly, from 2019 to the submission date of disclosure documents, we have designated and held the General Shareholders' Meeting on days other than the "most concentrated dates," which the Korea Listed Companies Association announces at the beginning of each year. Beginning in 2018, we have been participating in the Korea Listed Companies Association's Voluntary Compliance Program to hold shareholders' meetings that do not conflict with other major shareholders' meetings.

(Table 1-2-1) Whether the General Shareholders' Meeting was held on days other than the "most concentrated dates," from the start of the year immediately preceding the period subject to disclosure to the submission date of disclosure documents

	28th Regular General	27th Regular General	26th Regular General
	Shareholders' Meeting	Shareholders' Meeting	Shareholders' Meeting
"Most concentrated dates" for General Shareholders' Meetings	March 24, 2023 March 30, 2023 March 31, 2023	March 25, 2021 March 30, 2021 March 31, 2021	March 26, 2021 March 30, 2021 March 31, 2021

<sup>&</sup>lt;sup>1</sup> The most recent data is at the left of the table.

Regular General Shareholders' Meeting Date	March 28, 2022 (Tuesday)	March 29, 2022 (Tuesday)	March 29, 2021 (Monday)
Was the regular general meeting held on a date other than the "most concentrated dates?"	Yes	Yes	Yes
Was written voting conducted?	No	No	No
Was electronic voting conducted?	Yes	Yes	Yes
Was proxy voting recommended?	Yes	Yes	Yes

(ii) Currently, we do not adopt the written voting system as there may be issues like effectiveness. However, to make it easier for shareholders to exercise their voting rights, since the 20th Regular General Shareholders' Meeting held on March 27, 2015, we implemented the electronic voting system and electronic proxy solicitation system. Doing so encourages shareholders to exercise their voting rights without attending the General Shareholders' Meeting through electronic voting or by proxy through an electronic power of attorney.

To secure a quorum for voting and facilitate the exercise of voting rights by shareholders, we recommend the proxy exercise of voting rights for all listed shareholders on the date of confirmation of rights. Furthermore, following the Capital Market Act, we prepare a power of attorney form and reference documents two days before the start date of solicitation and disclose it via the electronic disclosure system.

(iii) For the 28th Regular General Shareholders' Meeting held on March 28, 2023, shareholders holding a total of 239,040,573 shares, equivalent to 54.74% of the total number of issued shares with voting rights, attended and exercised their voting rights. These include the exercise of voting rights by electronic voting and by proxy. All the agenda items for the 28th Regular General Shareholders' Meeting were approved as originally proposed, and the results of the Regular General Shareholders' Meeting were disclosed immediately thereafter via the Financial Supervisory Service Electronic Disclosure System and on our website. The votes in favor and against each agenda item at the 28th Regular General Shareholders' Meeting and the specific voting results are as follows.

(Table 1-2) Votes in favor and against each agenda item, detailed voting results, etc., for the General Shareholders' Meeting(s) held from the start of the year subject to disclosure to the submission date of disclosure documents

Regular			28th Re	March 28, 2023				
Agenda		Resolu- tion Type	Purpose of the Meeting	Passed or Not	Total Number of Issued Shares with Voting Rights (①) <sup>1</sup>	No. of Shares with Voting Rights Exercised among the Shares in ① (A) <sup>2</sup>	No. of Shares in A (B) (Ratio, S)  Number of SI such as Oppo and Abstentic (Ratio, %	nares, sition on (C)
	Agenda 1	Ordinary	Approval of the financial statements	Approved	436,699,062	239,038,953	223,545,635 15,493,318	93.5%
Ag	No. 2-1	Special	Changing the purpose of business (Article 2)	Approved	436,699,062	239,038,953	238,666,794 372,159	99.8%
e n d	No. 2-2	Special	Changing the dividend reference date (Articles 37 and 37-2)	Approved	436,699,062	239,038,953	238,664,129 374,824	99.8%
a 2	No. 2-3	Special	Changes to some other provisions (Supplementary Clauses)	Approved	436,699,062	239,038,953	238,650,495 388,458	99.8%
A g e	No. 3-1	Ordinary	Appointing Jaehyun Bae as an inside director (2 years)	Approved	436,699,062	239,038,953	213,018,003 26,020,950	89.1% 10.9%

n d No. 3-2 On		Appointing Shina Chung as a non-executive director (2 years)	Approved	436,699,062	239,038,953	238,255,501 783,452	99.7%
No. 3-3	Ordinary	Appointing Sejung Choi as an independent director	Approved	436,699,062	239,038,953	237,034,451	99.2%
No. 3-4	Ordinary	Appointing Sunkyung Shin as an independent	Approved	436,699,062	239,038,953	238,584,423	99.8%
No. 3-5	Ordinary	Appointing Saerom Park as an independent director	Approved	436,699,062	239,038,953	238,576,657	99.8%
Agenda 4	Ordinary	Appointing an independent director who is an Audit Committee member (Seok Yun, 2 years)	Approved	329,855,306	145,491,106	142,406,557 3,084,549	97.9%
No. 5-1	Ordinary	Appointing Sejung Choi as an Audit Committee member (2 years)	Approved	329,855,306	145,491,106	143,501,848	98.6%
No. 5-2	Ordinary	Appointing Sunkyung Shin as an Audit Committee member (2 years)	Approved	329,855,306	145,491,106	145,037,896 453,210	99.7%
Agenda 6	Ordinary	Approving the limits on remuneration for directors (KRW 8 billion)	Approved	436,699,062	239,040,573	238,156,210 884,363	99.6%
`		Retirement of treasury shares	Approved	436,699,062	239,040,573	238,789,542 251,031	99.9% 0.1%
Agenda 8	Ordinary	Revision to the director retirement payment regulations	Approved	436,699,062	239,040,573	221,334,454 17,706,119	92.6% 7.4%
No. 9-1	Special	No. 9-1: Granting stock options to registered executives	Approved	436,699,062	239,040,573	228,737,692 10,302,881	95.7% 4.3%
No. 9-2	Special	No. 9-2: Granting stock options to executives and employees	Approved	436,699,062	239,040,573	232,809,675 6,230,898	97.4%
	No. 3-3  No. 3-4  No. 3-5  Agenda 4  No. 5-1  No. 5-2  Agenda 6  Agenda 7  Agenda 8  No. 9-1	No. 3-3 Ordinary  No. 3-4 Ordinary  No. 3-5 Ordinary  Agenda 4 Ordinary  No. 5-1 Ordinary  No. 5-2 Ordinary  Agenda 6 Ordinary  Agenda 7 Special  Agenda 8 Ordinary  No. 9-1 Special	No. 3-2 Ordinary as a non-executive director (2 years)  No. 3-3 Ordinary Appointing Sejung Choi as an independent director (2 years)  No. 3-4 Ordinary Shin as an independent director (2 years)  No. 3-5 Ordinary Appointing Sunkyung Shin as an independent director (2 years)  Appointing Saerom Park as an independent director (2 years)  Appointing an independent director who is an Audit Committee member (Seok Yun, 2 years)  No. 5-1 Ordinary Appointing Sejung Choi as an Audit Committee member (2 years)  No. 5-2 Ordinary Appointing Sunkyung Shin as an Audit Committee member (2 years)  Appointing Sunkyung Shin as an Audit Committee member (2 years)  Appointing Sunkyung Shin as an Audit Committee member (2 years)  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Approved Approved Approved Approved Approved Magenda 6 Ordinary Retirement of treasury shares  Agenda 7 Special Retirement of treasury shares  No. 9-1 Special No. 9-1: Granting stock options to registered executives  No. 9-2 Special No. 9-2: Granting stock options to executives and Approved	No. 3-2 Ordinary as a non-executive director (2 years)  No. 3-3 Ordinary Appointing Sejung Choi as an independent director (2 years)  No. 3-4 Ordinary Appointing Sunkyung Shin as an independent director (2 years)  No. 3-5 Ordinary Appointing Sarom Park as an independent director (2 years)  Appointing Sarom Park as an independent director (2 years)  Appointing Sarom Park as an independent director (2 years)  Appointing an independent director who is an Audit Committee member (Seok Yun, 2 years)  No. 5-1 Ordinary Appointing Sejung Choi as an Audit Committee member (2 years)  No. 5-2 Ordinary Appointing Sunkyung Shin as an Audit Committee member (2 years)  Appointing Sunkyung Shin as an Audit Committee member (2 years)  Approved 329,855,306  Approved 329,855,306  Approved 436,699,062  Approved 436,699,062  Retirement of treasury shares  Approved 436,699,062  Revision to the director retirement payment regulations  No. 9-1 Special No. 9-2: Granting stock options to executives and Approved 436,699,062  No. 9-2 Special No. 9-2: Granting stock options to executives and Approved 436,699,062	No. 3-2 Ordinary as a non-executive director (2 years)  No. 3-3 Ordinary Appointing Sejung Choi as an independent director (2 years)  No. 3-4 Ordinary Shin as an independent director (2 years)  No. 3-5 Ordinary Appointing Seigner Park as an independent director (2 years)  Appointing Saerom Park as an independent director (2 years)  Appointing Appointing Approved 436,699,062 239,038,953  Appointing Appointing an independent director who is an Audit Committee member (Seok Yun, 2 years)  No. 5-1 Ordinary Appointing Seigner Choi as an Audit Committee member (2 years)  No. 5-2 Ordinary Appointing Seigner 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<sup>&</sup>lt;sup>1</sup> For the appointment of auditors and Audit Committee members, the numbers of shares, excluding the number of shares with limited voting rights, have been entered.

For the 27th Regular General Shareholders' Meeting held on March 29, 2022, shareholders holding a total of 232,721,916 shares, equivalent to 60.18% of the total number of issued shares with voting rights, attended and exercised their voting rights, including those who exercised their voting rights through electronic voting and powers of attorney. All items on the agenda for the 27th Regular General Shareholders' Meeting were approved as proposed, and the results of the Regular General Shareholders' Meeting were disclosed immediately thereafter via the Financial Supervisory Service Electronic Disclosure System and on our website. The votes in favor and against each agenda item at the 27th Regular General Shareholders' Meeting and the specific voting results are as follows.

(Table 1-2) Votes in favor and against each agenda item, detailed voting results, etc., for the General Shareholders' Meeting(s) held from the start of the year subject to disclosure to the submission date of disclosure documents

Regular	27th Regular General Shareholders' Meeting	March 29, 2022
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<sup>&</sup>lt;sup>2</sup> Number of shares (A) = Number of shares (B) + Number of shares (C)

<sup>&</sup>lt;sup>3</sup> Proportion of the number of shares in favor (%) =  $(B/A) \times 100$ 

<sup>&</sup>lt;sup>4</sup> Proportion of the number of shares such as opposition/abstention (%) =  $(C/A) \times 100$ 

	A ganda	Resolution Purpose of the		Passed	Total Number of Issued Shares	No. of Shares with Voting Rights Exercised	No. of Shares i (B) (Ratio		
Agenda		Туре	Meeting	or Not	with Voting Rights (①) <sup>1</sup>	among the Shares in ① (A)²	Number of Sha Opposition and (C) (Ratio	Abstention	
	Agenda 1	Ordinary	Approval of the financial	Passed	386,712,478	232,721,916	212,389,367	91.3%	
F	agenua i	Ordinary	statements	1 asseu	360,712,476	232,721,910	20,332,549	8.7%	
	No. 2-1	Special	Changing the subject of the stock option grant	Passed	394,424,036	232,721,916	232,340,957	99.8%	
	140. 2-1	Special	(Article 10)	1 assect	374,424,030	232,721,710	380,959	0.2%	
A g	No. 2-2	Special	Changes in the order of acting on behalf of the chairperson of the	Passed	394,424,036	232,721,916	232,357,236	99.8%	
e n			General Shareholders' Meeting (Article 18)				364,680	0.2%	
d a	No. 2-3	N 22 G	Ci-1	Extension of the interim	D1	204 424 026	222 721 016	230,020,345	98.8%
2		No. 2-3 Special	dividend resolution date (Article 37-2)	Passed	394,424,036	232,721,916	2,701,571	1.2%	
	No. 2-4	o. 2-4 Special	Changes to some other provisions (Articles 8, 26, and 36, and the Supplementary Clauses)	Passed	ssed 394,424,036	232,721,916	232,343,171	99.8%	
					,,,	378,745	0.2%		
	N <sub>2</sub> 2 1	Ordinary	Appointing Whon Namkoong as an inside Pass	Passed	204 424 026	222 721 016	229,237,675	98.5%	
A g	No. 3-1	director (two years)	394,424,036	232,721,916	3,484,241	1.5%			
e	No. 3-2	No. 3-2 Ordinary Appointing Sungsu Kim as an inside director (two Passed	394,424,036	232,721,916	231,712,904	99.6%			
n d	10. 3-2	Ordinary	years)	Fasseu	394,424,030	232,721,910	1,009,012	0.4%	
a 3	No. 2.2	No. 3-3 Ordinary	Appointing Euntaek Hong as an inside director (2 years)	Passed	394,424,036	232,207,368	231,198,294	99.6%	
	140. 3-3					232,207,300	1,009,074	0.4%	
	Agenda 4	Approving the limits on	Passed	386,712,478	232,721,916	231,237,859	99.4%		
I	rgenua +	enda 4 Ordinary remuneration for directors		1 assect	300,712,470	232,721,710	1,484,057	0.6%	
l A	Agenda 5	Ordinary	Approving the granting of stock options	Passed	386,712,478	232,721,916	229,316,338	98.5%	
			previously decided by the Board of Directors			232,721,910	3,405,578	1.5%	
	Agenda 6	Special	Retirement of treasury	Passed	386,712,478	232,721,916	228,462,672	98.2%	
1	igenua o	Special	shares	Passed	300,712,470	232,721,916	4,259,244	1.8%	
	Agenda 7	Ordinary	Revising the Directors' Retirement Allowance	Passed	386,712,478	232,721,916	200,933,880	86.3%	
F	igenua /	Ordinary	Payment Regulations	1 45500	300,712,470		31,788,036	13.7%	
	Agenda 8	Special	Granting stock options	Passed	386 712 479	232 272 000	225,403,074	97.0%	
	agellua o	Special	Granting stock options	rassed	386,712,478	232,372,990	6,969,916	3.0%	

<sup>&</sup>lt;sup>1</sup> For the appointment of auditors and members of the Audit Committee, the numbers of shares, excluding the number of shares with limited voting rights, have been entered.

**B.** We issue a notice and announcement of the gathering of a General Shareholders' Meeting four weeks before the said meeting. In addition, we hold the General Shareholders' Meeting on days other than the "most concentrated dates" of the meetings announced by the Korea Listed Companies Association at the beginning of each year. We actively encourage the exercise of voting rights by proxy, including electronic voting and electronic power of attorney, so that shareholders can easily

<sup>&</sup>lt;sup>2</sup> Number of shares (A) = Number of shares (B) + Number of shares (C)

<sup>&</sup>lt;sup>3</sup> Proportion of the number of shares in favor (%) =  $(B/A) \times 100$ 

<sup>&</sup>lt;sup>4</sup> Proportion of the number of shares such as opposition/abstention (%) =  $(C/A) \times 100$ 

exercise their voting rights. Based on this, we consider that we are faithfully implementing a range of measures that allow shareholders to participate in the General Shareholders' Meeting through the direct and indirect exercise of their voting rights. In the future, we will continue to ensure that shareholders can easily participate in General Shareholders' Meetings and express their opinions.

(Detailed Rule 1-③) The company shall make it easy for its shareholders to propose agenda items at the General Shareholders' Meeting and allow them to ask questions and request explanations freely for the proposals made by shareholders at the meeting.

#### A. Protection of Shareholder Proposal Rights

We provide an environment where shareholders can freely ask questions and request explanations to help them understand each agenda item at the General Shareholders' Meeting. Furthermore, in accordance with Article 363-2 (Shareholders' Rights to Make Proposals) and Article 542-6 (Minority Shareholders' Rights) of the Commercial Act, we guarantee the shareholder proposal right, which is the right for shareholders to propose that particular concerns be brought to the agenda of the General Shareholders' Meeting.

- (i) We provide information on the exercise procedure, method, qualifications, and precautions for the shareholder proposal right via the "Shareholder Proposal" section (<a href="https://www.kakaocorp.com/ir/shareholderProposal">https://www.kakaocorp.com/ir/shareholderProposal</a>) that can be found via the Investor Relations (IR) menu on our website and help shareholders to propose agenda items quickly at the General Shareholders' Meeting.
- (ii) We have also established an internal process to deal with agenda items proposed by shareholders within our IR team. These are also provided through the "Shareholder Proposal" section on our website's IR menu. When we receive a shareholder proposal, we review ① whether the shareholder proposal right holder meets the legal shareholding ratio, ② whether the shareholder proposal was received within the legal proposal period under the Commercial Act, ③ whether the proposal is in violation of laws or our Articles of Incorporation, and whether there is a reason for rejection of the shareholder proposal under the Commercial Act. If all conditions of ① and ② are met, and ③ does not apply, the received shareholder proposals are reported to the Board of Directors, and the received proposals are added to the General Shareholders' Meeting agenda. If there is a request from the shareholder who made the proposal, an opportunity to freely inquire about the shareholder proposal and request an explanation is given at the General Shareholders' Meeting.
- (iii) As such, we have designated the handling standards and departments in charge of shareholder proposal rights. Despite this, from the beginning of the year immediately preceding the disclosure target period to the submission date of disclosure documents, there were no agenda items for the General Shareholders' Meeting based on shareholder proposals. Accordingly, there are no details on the implementation status of shareholder proposals.

(Table 1-③-1) Shareholder proposal details from the start of the year subject to disclosure to the submission date of disclosure documents

Suggestion Date	Suggested by	Major Details	Processing and Fulfillment Status	Passed or Not	Approval Rate (%)	Objection Rate (%)
_	_	-	_	-	-	-

<sup>\*</sup>No shareholder proposals during the period

(iv) In addition, because there was no open letter submitted as part of the fiduciary responsibility of institutional investors for the period from the start of the year subject to disclosure to the submission date of disclosure documents, the main contents and processing status in this regard were not recorded.

(Table 1-③-2) Main contents and processing status of public letters submitted as part of institutional investors' fiduciary responsibility activities from the start of the year immediately preceding the period subject to disclosure to the submission date of disclosure documents

Sending Date	Sent by	Main Details	Reply Date	Main Contents of the Reply
_	_	_	_	_
_	_	_	_	_

<sup>\*</sup>No public letters during the period

**B.** As described above, we provide detailed information on shareholder proposal rights, such as the shareholder proposal procedure, through our website. We have prepared internal standards in the IR Office, which is the department in charge of handling shareholder proposals, and the procedure can be found on our website, etc. As such, we faithfully fulfill our obligation to enable our shareholders to exercise their shareholder proposal rights easily. While no shareholder proposals have been made through the shareholder proposal right or an open letter submitted as part of institutional investors' fiduciary responsibilities so far, if a shareholder proposal is presented in the future, we will faithfully review it based on our internal processing procedures.

(Detailed Rule 1-4) The company shall prepare mid- to long-term shareholder return policies and future plans, including dividends, and inform shareholders thereof.

#### A. The Shareholder Return Policy

(i) We are strengthening our global competitiveness to meet our shareholders' rising expectations and interest. We intend to lay the foundation for sustainable growth through reinvestment and introduce a sustainable and reliable shareholder return policy.

# <The Mid- to Long-Term Shareholder Return Policy>

Following a resolution of our Board of Directors in February 2022, we established a mid- to long-term shareholder return policy to enhance our shareholder value. The total shareholder return period is three years, and we plan to return to our shareholders 15% to 30% of adjusted free cash flow (FCF) on a separate basis for Business Years 2021 to 2023.

\* Adjusted FCF = Cash flow from operating activities – Changes in assets and liabilities because of operating activities (advance payments, accounts payable) – Capital expenditure (CAPEX)

The methods of shareholder return are dividends and treasury share acquisition and retirement.

- ① Cash dividend: 5% or more of separate FCF (however, the dividend per share of the previous year or more is maintained)
- (2) Acquisition and retirement of treasury shares: 10% to 25% or more of separate FCF

# <The Dividend Policy: Cash Dividend>

In accordance with our Articles of Incorporation, we pay dividends through the Board of Directors and General Shareholders' Meeting resolutions. We continuously enhance our shareholder value through shareholder return and strengthen business competitiveness.

Following the mid- to long-term shareholder return policy introduced in February 2022, we plan to utilize at least 5% of the separate FCF, which will maintain at least the previous year's dividend per share, for dividend finance. Regarding the business performance in 2021, we paid a total dividend of about KRW 23 billion (KRW 53 per share, based on the shares' par value of KRW 100 per share). Regarding the business performance in 2022, we paid a total dividend of about KRW 26.2 billion (KRW 60, based on the shares' par value of KRW 100 per share).

Furthermore, to maintain a balanced shareholder return, we have internally established dividend standards that comply with the principles of consistency, specificity, and transparency and provide our shareholders with this information. We disclose the shareholder return policy and the dividend implementation plan by disclosing cash and in-kind dividend decisions and announcements on our website. In addition, at our regular General Shareholders' Meetings and when announcing our business results, we inform in detail that we are considering shareholder-friendly policy commitments, future investment plans, and consistency of dividend policies regarding dividend policy.

Considering complex factors such as investment for our continuous growth, business environment, and financial soundness ratio, we plan to strategically change our dividend policy within the range of dividends available.

#### <Treasury Share Purchase and Retirement Plans>

Regarding treasury shares, we are considering various ways to utilize them, including shareholder return, merger and acquisition (M&A), and employee compensation. Following the shareholder return policy introduced in February 2022, we plan to buy back or retire more than 10% to 25% of FCF separately over the next three years.

In addition to the separate 25% FCF for the 2021 business performance, we added unique share retirement. Through the General Shareholders' Meeting resolution, we have completed the retirement of treasury shares as of May 3, 2022, according to the capital reduction method, for a total of 3,239,741. In addition, regarding the 2022 business performance, we retired 1,897,441 shares on May 3, 2023, which accounts for 25% of the separate FCF, through a General Shareholders' Meeting resolution. We are prepared to strengthen our global competitiveness by creating business results based on differentiated technology and strategic investments. We also plan to lay the foundation for sustainable growth through investment and establish a sustainable and reliable shareholder return policy.

(ii) Regarding dividends, to maintain a balanced shareholder return, we have internally established dividend standards that comply with the principles of consistency, specificity, and transparency and provide our shareholders with this information. We disclose the shareholder return policy and report the dividend implementation plan by disclosing cash and in-kind dividend decisions and announcements on our website. In addition, at our regular General Shareholders' Meetings and when announcing its results, we also disclose our shareholder return policy in detail, including dividend policy and treasury share retirement.

By considering complex factors such as investment for our continuous growth, business environment, and financial soundness ratio, we plan to strategically determine the dividend target within the range of dividends available and to provide sufficient information to shareholders through disclosure, etc.

(Detailed Rule 1-5) The right of shareholders to receive an appropriate amount of dividends, etc., based on the shareholder return policy and future plans shall be respected.

## A. Overall Shareholder Return

(i) Through a resolution of our Board of Directors in February 2022, we have introduced a three-year (2021 to 2023) mid-to long-term dividend policy that complies with the principles of consistency, specificity, and transparency. The policy was determined considering our investment for sustainable growth, business performance, and cash flow situation as a whole. Our shareholder return status for the last three business years is as follows.

(Table 1-(5)-1) Shareholder return status for the last three business years

(Units: Shares; KRW; %)

					Cas	Cash Dividend		
Business Year			Share Dividend	Dividend		Market Price-	Payout	Ratio <sup>3</sup>
Tear	Within	Турс	Dividend	per Share <sup>1</sup>	Total Dividend	Based Dividend Rate <sup>2</sup>	Consoli- dated	Separate
2022	December	Ordinary	0	60	26,201,943,720	0.11%	1.00/	1.60/
2022	December	Class	-	-	-	-	1.9%	1.6%
2021	D	Ordinary	-	53	22,989,645,700	0.04%	1.70/	4.50/*
2021	December	Class	_	_	-	-	1.7% 4.5%	4.3%*

2020	December	Ordinary	_	30	12,901,809,600	0.04%	8.3%	*
2020	December	Class	1	-	-	-	8.370	

Total annual payment per share. The face value was changed from KRW 500 to KRW 100 because of the share split in April 2021. The dividend per share for the above three business years is based on the par value of KRW 100.

- (ii) Currently, we do not pay differential, quarterly, or interim dividends. Information on differential, quarterly, and interim dividends by business year for the past three years has been omitted.
- **B.** The company implements a three-year mid- to long-term shareholder return policy supported by stable surplus cash flow. Therefore, we believe that the shareholders' right to shareholder return is respected in the company. Furthermore, in the 28th General Shareholders' Meeting, we enhanced shareholders' right to dividends by improving the dividend distribution procedure; we created a basis for specifying the dividend dates after a business year within the Articles of Incorporation (Articles 37 and 37-2), to improve shareholders' ability to predict dividends.

<sup>&</sup>lt;sup>2</sup> The ratio of dividends per share to the arithmetic average price of the final price formed in the exchange market for the past week from the 2nd trading day before the closing date of the shareholder list.

<sup>&</sup>lt;sup>3</sup> Total dividend / Consolidated or separate net profit

<sup>\*</sup>Other information: The separate standard dividend payout ratio for Business Year 2020 was omitted because it was impossible to calculate the annual net profit resulting from a recorded loss.

#### (Key Rule 2) Fair Treatment of Shareholders

Shareholders shall be given equal voting rights according to their share type and number. The company shall try to have a system that fairly provides shareholders with company information.

(Detailed Rule 1-①) The company shall ensure that its shareholders' voting rights are not infringed and provide shareholders with company information in a timely, sufficient, and impartial manner.

#### A. Share Issuance Status

(i) As of the reporting date, the total number of shares authorized for issuance according to our Articles of Incorporation is 750,000,000 (1 share: KRW 100), and the total number of issued shares is 445,423,689 common shares. The number of outstanding shares is 436,699,062 common shares, excluding 8,724,627 common treasury shares.

In accordance with the issuance of new shares by the exercise of stock options and retirement of treasury shares that occurred after the base date of this Report, the total number of issued shares as of the submission date of this Report is 444,104,206 common shares. The number of outstanding shares is 437,378,878 common shares, excluding 6,725,328 treasury shares.

(Table 2-1) Share issuance status

[Base Date: December 31, 2022]

Туре	No. of Shares that Can be Issued <sup>1</sup>	No. of Shares Issued <sup>2</sup>	Ratio Issued <sup>3</sup>	Remarks
Ordinary	750,000,000	445,423,689	59.39%	-
Class	-	_	-	-

<sup>&</sup>lt;sup>1</sup> Number of authorized shares as of the base date (number of shares under Kakao's Articles of Incorporation)

(ii) We do not issue any class of shares other than common shares.

#### **B.** Granting Impartial Voting Rights

We have stipulated in our Articles of Incorporation (Article 20, Voting Rights) that a shareholder has one voting right per share registered in his/her name at the General Shareholders' Meeting. We guarantee equal voting rights to all our shareholders according to the number of shares held by each of them to prevent infringement of their voting rights, which is an inherent shareholder right.

#### C. Communication with Shareholders

(i) We hold annual and quarterly earnings releases in the form of conference calls presided over by the chief executive officer (CEO) in February, May, August, and November every year. After the earnings release, we regularly conduct non-deal roadshows (NDRs) for institutional investors in Korea, Europe, Asia, and the Americas. In addition, we actively participate in conferences in Korea and abroad hosted by securities companies to explain investor interests and listen to requests for us directly. For your reference, because of the COVID-19 pandemic, we have been holding both offline and contact-free events using video conferences and conference calls beginning in 2020.

In addition, by establishing a system that allows Korean and foreign institutional investors to meet with Kakao and apply for an IR meeting on the website, we held approximately 320 investor meetings in 2021 targeted toward investors in Korea and abroad, around 390 in 2022, and about 130 from January 1, 2023, until the submission date of this Report. In the second half of every year, we hold a strategy presentation for analysts of securities companies wherein our CEO and key management members participate and have time to communicate directly with the administration on significant issues of interest in the market, such as our strategic direction and measures to enhance Kakao's corporate value.

<sup>&</sup>lt;sup>2</sup> Total number of shares issued as of the base date – Total number of shares that have decreased (through a capital decrease, profit retirement, etc.) as of the base date

<sup>&</sup>lt;sup>3</sup> Number of issued shares / number of available shares × 100 (rounded off to three decimal places)

(Table 2-①-2) Significant IR, conference calls, conversations with some shareholders such as institutional investors and minority shareholders, etc., from the start of the year subject to disclosure to the submission date of disclosure documents

Date	For whom	Format	Main Content	Remark
February 11, 2022	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the business results for 2021 4Q and Business Year 2022 and Q and A	Announcement of the business results for 2021 4Q and Business Year 2022
February 16– 17, 2022	Korean and foreign institutional investors	Conference call and video conference	Description of the major business status and Q and A	Goldman Sachs Virtual Korea Conference
February 24, 2022	Korean and foreign institutional investors	Conference call and video conference	Description of the major business status and Q and A	J.P. Morgan Korea Conference
March 2–3, 2022	Korean institutional investors	Conference call and video conference	Description of the major business status and Q and A	Meritz Securities NDR
May 4, 2022	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the 2022 1Q business results and Q and A	Announcement of the 2022 1Q business results
May 11–13, 2022	Korean and foreign institutional investors	Conference call and video conference	Description of the major business status and Q and A	Credit Suisse Virtual NDR
May 18–19, 2022	Korean institutional investors	Conference call and video conference	Description of the major business status and Q and A	Korea Investment & Securities: Domestic NDR
May 30–31, 2022	Korean and foreign institutional investors	Conference call and video conference	Description of the major business status and Q and A	J.P. Morgan's Asia Internet Forum
May 17, 2022	Foreign institutional investors	Conference call and video conference	Description of the major business status and Q and A	Goldman Sachs Virtual TechNet Conference Asia Pacific 2022
June 13–16, 2022	Foreign institutional investors	One-on-one and group meetings	Description of the major business status and Q and A	Citi Singapore NDR
August 4, 2022	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the 2022 2Q business results and Q and A	Announcement of the 2022 2Q business results
August 8–12, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	UBS Korea Corporate Day
August 18, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Samsung Securities, Global Investors Conference
August 23–24, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	IBK Securities NDR
August 30–31, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Hanwha Investment & Securities NDR
September 15, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Nomura Virtual Korea Corporate Day
September 19– 23, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	NHIS Korea Corporate Day and EU NDR

	1		1	I
September 20, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Kiwoom Securities Corporate Day
September 26– 30, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Macquarie Asia Conference and US NDR
November 3, 2022	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the 2022 3Q business results and Q and A	Announcement of the 2022 3Q business results
November 14– 18, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Nomura Asia NDR
November 22, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Daiwa Virtual NDR
November 21– 22, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Hana Securities Domestic NDR
November 24, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Yuanta Securities Korea Corporate Day
November 28– December 02, 2022	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	KB Europe NDR
February 10, 2023	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the business results for 2022 4Q and Business Year 2022	Announcement of the business results for 2022 4Q and Business Year 2022
February 15– 17, 2023	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	DS Investment & Securities Domestic NDR
February 24, 2023	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	J.P. Morgan Korea Conference
March 9, 2023	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Citi Korea Investor Conference 2023
March 16, 2023	Korean and foreign institutional investors	Conference call, one-on-one and group meetings	Description of the major business status and Q and A	Hanwha Investment & Securities Top Picks Day
April 3–6, 2023	Foreign institutional investors	One-on-one and group meetings	Kakao Group's business ecosystem and future growth engines (AI, health care), business status briefing, and Q and A	Kakao Group Investors Day 2023
May 4, 2023	Analysts at Korean and foreign securities companies, major Korean and foreign institutional investors	Conference call	Announcement of the 2023 1Q business results and Q and A	Announcement of the 2023 1Q business results
May 9–10, 2023	Korean and foreign institutional investors	One-on-one and group meetings	Description of the major business status and Q and A	Mirae Asset Securities Domestic NDR
May 17, 2023	Korean and foreign institutional investors	One-on-one and group meetings	Description of the major business status and Q and A	BofA Securities 2023 Korea & Global EV/EV Battery Conference
May 25–26, 2023	Korean and foreign institutional investors	One-on-one and group meetings	Description of the major business status and Q and A	Samsung Securities SGIC 2023

(ii) Company-related information is available on our website (<a href="https://www.kakaocorp.com">https://www.kakaocorp.com</a>), the Korea Exchange Corporate Disclosure Channel (<a href="http://kind.krx.co.kr">http://kind.krx.co.kr</a>), and the Financial Supervisory Service Electronic Disclosure System (<a href="http://dart.fss.or.kr">http://dart.fss.or.kr</a>) and disclosed in detail through the disclosure inquiry system, ensuring that all shareholders have equal access to the same information.

In addition, by providing the phone numbers and email addresses of the IR department and data through the IR menu on our website, we strive to enhance the understanding and trust of shareholders. Moreover, through a systematic structure, we provide detailed information such as management information, disclosure information, share price information, financial information, IR schedules, dividend status, and announcements. We also promptly share schedules and materials related to all IR events and webcast all major events.

## Disclosure Status of Significant IR Information

Kakao Website (Korean): https://www.kakaocorp.com/ir/main

Kakao Website (English): https://www.kakaocorp.com/ir/main?lang=en

IR Main Phone Number: 02-6718-1082

IR Representative Email: <u>ir@kakaocorp.com</u>

Disclosure in Korean: Financial Supervisory Service Electronic Disclosure System (http://dart.fss.or.kr) > Search for the

company name "Kakao"

Korea Exchange Corporate Disclosure Channel (http://kind.krx.co.kr) > Search by entering "Kakao Corp" in the "Company

Name" field

Disclosure in English: Singapore Stock Exchange (SGX) (<a href="https://www2.sgx.com/securities/company-announcements">https://www2.sgx.com/securities/company-announcements</a>) >

Search by entering "Kakao Corp" in the "Company Name" field

Korea Exchange Corporate Disclosure Channel (http://engkind.krx.co.kr) > Search by entering "Kakao Corp" in the

"Company Name" field

(iii) Furthermore, after listing its Global Depository Receipts ("GDRs") on the SGX, we have submitted English disclosures through the SGXNet system. The GDRs were delisted in May 2023. In Korea, we provide translations of the latest IR data, performance announcements, and conference call webcasts on our English website for foreign investors. We actively provide English disclosure through the English electronic disclosure inquiry system.

Every year, the Korea Exchange selects corporations with excellent disclosure practices that promote sincere disclosures and corporations with an excellent record of English disclosures to improve information accessibility for foreign investors. Kakao was selected as an outstanding corporation in annual English disclosures, a category first introduced in 2019 (announced in March 2020). The company was also chosen in 2020 (announced in February 2021) and 2021 (announced in March 2022), totaling three consecutive years. The "corporations with excellent disclosure practices in the securities market" were selected based on quantitative factors, such as the number of disclosures, and qualitative factors, including disclosure infrastructure, corporate information sessions (IR), English disclosures, and corporate governance disclosures. We were selected as a corporation with excellent disclosure in English, and through this, our efforts to disclose information to shareholders and investors were officially recognized. The Company has made a total of 101 English disclosures from the start of the business year for the period subject to disclosure to the submission date of disclosure documents.

(Table 2-①-3) Details of Kakao's disclosures in English, from the start of the year subject to disclosure to the submission

# date of disclosure documents

Disclosure Date	Disclosure Title (in English)	Main Content (in Korean)
January 10, 2022	[Updated] Notice on Other Matters	[Updated] Notice on other matters (information disclosure): Update to the disclosure on the new CEO candidate appointment because of the CEO candidate's resignation
January 17, 2022	Response to Rumors or Media Reports: Undetermined	Response to rumors or media reports (undetermined): Response to rumors or media reports regarding participation in the bid to acquire SM Entertainment
January 19, 2022	Prior Notice on the Disclosure of Final Earnings	Prior notice on the disclosure of final earnings (information disclosure)
January 19, 2022	Organization of IR Event	Organization of IR event (information disclosure)
January 28, 2022	[Updated] Decision on Merger (Material Business Matters of the Subsidiary Company)	[Updated] Decision on the merger (material business matters of the subsidiary company): Update because of the merger date adjustment between Kakao Games and Adpage
February 11, 2022	Changes of 30% or More in Sales or Profits/Losses (15% or More in the Case of Large-Scale Corporations)	Changes of 30% or more in sales or profits/losses (15% or more in the case of large-scale corporations)
February 11, 2022	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Report on (tentative) business performance according to consolidated financial statements (fair disclosure)
February 11, 2022	Interim Report on Business Performance (Fair Disclosure)	Interim report on business performance (fair disclosure)
February 11, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 1,996 treasury shares to enhance executive/employee retention
February 11, 2022	Decision on Cash Dividends and Dividends in Kind	Decision on cash dividends and dividends in kind: Decision to pay KRW 53 cash dividends per share
February 14, 2022	Organization of IR Event	Organization of IR event (information disclosure)
February 15, 2022	Matters Related to Ad Hoc Public Disclosure Obligation (Fair Disclosure)	Matters related to ad hoc public disclosure obligation (fair disclosure): announcement of mid- to long-term shareholder return policies
February 24, 2022	Organization of IR Event	Organization of IR event (information disclosure)
February 25, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 353 treasury shares to enhance executive/employee retention
March 2, 2022	Decision on Calling a Shareholders' Meeting	Decision on calling a shareholders' meeting: Convening the 27th Regular Shareholders' Meeting
March 2, 2022	Decision on Capital Reduction	Report on key matters (decision on capital reduction): Decision on treasury share retirement through capital reduction (3,239,741 shares)
March 14, 2022	[Updated] Decision on Calling a Shareholders' Meeting	[Updated] Decision on calling a shareholders' meeting: Update because of the addition of agendas
March 15, 2022	[Updated] Decision on Calling a Shareholders' Meeting	[Updated] Decision on calling a shareholders' meeting: Update to the English name of the inside director candidate
March 16, 2022	Response to Rumors or Media Reports:	Response to rumors or media reports: Response to rumors or media reports regarding the purchase of the Kakao Mobility shares owned by a private equity fund (PEF)
March 21, 2022	Submission of Audit Report	Submission of audit report
March 29, 2022	Adjustments of Conversion Price, Warrant Exercise Price, or Exchange Price (Information Disclosure)	Adjustments of conversion price, warrant exercise price, or exchange price (information disclosure): Adjustments of the conversion price of exchange bonds because of dividend payment (KRW 95,415 -> 95,350)
March 30, 2022	Outcome of Annual Shareholders' Meeting	Outcome of annual shareholders' meeting: Approval of agendas reported and discussed at the 27th Regular Shareholders' Meeting as proposed

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September 7, 2022	Organization of IR Event	Organization of IR event (information disclosure)
September 15, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 351 treasury shares to enhance executive/employee retention
September 30, 2022	Decision on Paid-In Capital Increase (Material Business Matters of the Subsidiary Company)	Decision on the paid-in capital increase (material business matters of the subsidiary company): Decision on Lionheart Studio paid-in capital increase (Korean Securities Dealers Automated Quotations [KOSDAQ])
October 11, 2022	Prior Notice on the Final Earnings Disclosure	Prior notice on the disclosure of final earnings (information disclosure)
October 11, 2022	Organization of IR Event	Organization of IR event (information disclosure)
October 13, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 1,141 treasury shares to enhance executive/employee retention
October 17, 2022	Material Business Matters Related to Investment Decisions	Material business matters related to investment decisions: Kakao service failure because of the fire at SK C&C Pangyo Data Center
October 19, 2022	Notice of CEO Change	Notice of CEO change (executive officer) (information disclosure): Update because of the CEO's resignation
October 31, 2022	Other Management Information (Voluntary Disclosure)	Other management information (voluntary disclosure): Bond acquisition because of the early exchange bond redemption request
November 3, 2022	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Report on business performance according to consolidated financial statements (fair disclosure)
November 3, 2022	Interim Report on Business Performance (Fair Disclosure)	Interim report on business performance (fair disclosure)
November 10, 2022	Organization of IR Event	Organization of IR event (information disclosure)
November 10, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 41,689 treasury shares to enhance executive/employee retention
November 14, 2022	(Material Business Matters of the Subsidiary Company)	Decision on the paid-in capital increase (material business matters of the subsidiary company): Decision on Kakao Investment paid-in capital increase
November 14, 2022	Decision on Transfer of Shares or Investment Certificates of Other Corporations	Decision on the acquisition of shares or investment certificates of other corporations: Disposition of Kakao Investment, an investment company owned by Kakao (Dunamu, etc.)
November 14, 2022	Decision on the Acquisition of Shares or Investment Certificates of Other Corporations	Decision on the acquisition of shares or investment certificates of other corporations: Share acquisition because of Kakao Investment's investment in kind
November 14, 2022	Decision on the Acquisition of Shares or Investment Certificates of Other Corporations (Material Business Matters of the Subsidiary Company)	Decision on the acquisition of shares or investment certificates of other corporations (material business matters of the subsidiary company): Disposition of Kakao Investment, an investment company owned by Kakao (Dunamu, etc.)
December 15, 2022	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 10,355 treasury shares to enhance executive/employee retention
December 26, 2022	[Updated] Decision on Paid-In Capital Increase (Material Business Matters of the Subsidiary Company)	[Updated] Decision on the paid-in capital increase (material business matters of the subsidiary company): Decision on Kakao Investment's paid-in capital increase (payment date and "number of shares assigned as new shares after capital reduction without refund")
December 26, 2022	[Updated] Decision on Transfer of Shares or Investment Certificates of Other Corporations	[Updated] Decision on transfer of shares or investment certificates of other corporations: Disposition of Kakao Investment, an investment company owned by Kakao (Dunamu, etc.) (Change of scheduled disposition date)
December 26, 2022	[Updated] Decision on the Acquisition of Shares or Investment Certificates of Other Corporations	[Updated] Decision on the acquisition of shares or investment certificates of other corporations: Share acquisition because of Kakao Investment's investment in kind (Scheduled acquisition date, and change to "number of shares owned after acquisition after capital reduction without refund")

December 26, 2022	[Updated] Decision on the Acquisition of Shares or Investment Certificates of Other Corporations (Material Business Matters of the Subsidiary Company)	[Updated] Decision on the acquisition of shares or investment certificates of other corporations (material business matters of the subsidiary company): Disposition of Kakao Investment, an investment company owned by Kakao (Dunamu, etc.) (Change of scheduled acquisition date)
January 12, 2023	(Material Business Matters of the Subsidiary Company)	Decision on the paid-in capital increase (material business matters of the subsidiary company): Decision on Kakao Entertainment's paid-in capital increase
January 12, 2023	Response to Rumors or Media Reports: Undetermined	Response to rumors or media reports (undetermined): Response to rumors or media reports regarding participation in the bid to acquire SM Entertainment (undetermined)
January 12, 2023	Prior Notice on the Disclosure of Final Earnings	Prior notice on the disclosure of final earnings (information disclosure)
January 12, 2023	Organization of IR Event	Organization of IR event (information disclosure)
January 25, 2023	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 1,981 treasury shares to enhance executive/employee retention
February 8, 2023	Decision on the Acquisition of Shares or Investment Certificates of Other Corporation (Voluntary Disclosure)	Decision on the acquisition of shares or investment certificates of other corporations (voluntary disclosure): Decision on the acquisition of new shares and EB in SM Entertainment
February 8, 2023	Decision on the Acquisition of Bonds Related to Stocks (Voluntary Disclosure)	Decision on the acquisition of bonds related to stocks (voluntary disclosure): Decision on the acquisition of new shares and EB in SM Entertainment
February 9, 2023	Decision on Disposal of Treasury Stock	Report on key matters (decision on disposal of treasury stock):  Decision to dispose of 1,242 treasury shares to enhance executive/employee retention
February 9, 2023	Organization of IR Event	Organization of IR event (information disclosure)
February 10, 2023	Changes of 30% or More in Sales or Profits/Losses (15% or More in the Case of Large-Scale Corporations)	Changes of 30% or more in sales or profits/losses (15% or more in the case of large-scale corporations)
February 10, 2023	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Report on business performance according to consolidated financial statements (fair disclosure)
February 10, 2023	Interim Report on Business Performance (Fair Disclosure)	Interim report on business performance (fair disclosure)
February 16, 2023	Response to Rumors or Media Reports:	Response to rumors or media reports: Disclosure and response to "Changes in the atmosphere surrounding Kakao Entertainment's initial public offering (IPO), considering a merger with the web comic affiliate Kakao Piccoma"
February 17, 2023	[Updated] Decision on Paid-In Capital Increase (Material Business Matters of the Subsidiary Company)	Decision on the paid-in capital increase (material business matters of the subsidiary company): Decision on Kakao Entertainment's paid-in capital increase (change of payment date)
February 22, 2023	Decision on Cash Dividends and Dividends in Kind	Decision on cash dividends and dividends in kind: Decision to pay KRW 60 cash dividends per share
February 22, 2023	Decision on Calling a Shareholders' Meeting	Decision on calling a shareholders' meeting: Convening the 28th Regular Shareholders' Meeting
February 22, 2023	Decision on Capital Reduction	Report on key matters (decision on capital reduction): Decision on treasury share retirement through capital reduction (1,897,441 shares)
March 6, 2023	Organization of IR Event	Organization of IR event (information disclosure)
March 8, 2023	[Updated] Decision on the Acquisition of Shares or Investment Certificates of Other Corporation (Voluntary Disclosure)	Decision on the acquisition of shares or investment certificates of other corporations (voluntary disclosure): Decision on the acquisition of new shares and EB in SM Entertainment (Contract termination because of the acceptance of the request for the
March 8, 2023.	Decision on the Acquisition of Bonds Related to Stocks (Voluntary Disclosure)	contract termination because of the acceptance of the request for the provisional prohibition of issuing new shares and EB)  Decision on the acquisition of bonds related to stocks (voluntary disclosure): Decision on the acquisition of new shares and EB in SM Entertainment  (Contract termination because of the acceptance of the request for the provisional prohibition of issuing new shares and EB)

March 9, 2023	[Updated] Decision on Calling a Shareholders' Meeting	Decision on calling a shareholders' meeting: Convening the 28th Regular Shareholders' Meeting (Revision to agendas proposed to the Regular Shareholders' Meeting)
March 21, 2023	Submission of Audit Report	Submission of audit report
March 27, 2023	Organization of IR Event	Organization of IR event (information disclosure)
March 30, 2023	Decision on Treasury Stock Disposal	Report on key matters (decision on treasury stock disposal): Decision to dispose of 98,167 treasury shares to enhance executive/employee retention
April 3, 2023	Outcome of Annual Shareholders' Meeting	Outcome of annual shareholders' meeting: Approval of agendas reported and discussed at the 28th Regular Shareholders' Meeting as proposed
April 3, 2023	Adjustments of Conversion Price, Warrant Exercise Price, or Exchange Price (Information Disclosure)	Adjustments of conversion price, warrant exercise price, or exchange price (information disclosure): Adjustments of the conversion price of exchange bonds because of dividend payment (KRW 95,359 -> 95,271)
April 11, 2023	Prior Notice on the Disclosure of Final Earnings	Prior notice on the disclosure of final earnings (information disclosure)
April 11, 2023	Organization of IR Event	Organization of IR event (information disclosure)
May 4, 2023	Report on Business Performance according to Consolidated Financial Statements (Fair Disclosure)	Report on business performance according to consolidated financial statements (fair disclosure)
May 4, 2023	Interim Report on Business Performance (Fair Disclosure)	Interim report on business performance (fair disclosure)
May 12, 2023	Decision on Delisting of Stocks, etc., from Overseas Markets	Report on key matters (decision on the delisting of stocks, etc., from overseas markets): Board decision on delisting because of the conversion of all GDR listed at SGX
May 25, 2023	Delisting of Stocks, etc., from Overseas Markets	Report on key matters (decision on the delisting of stocks, etc., from overseas markets): Completion of delisting because of the conversion of all GDR listed at SGX

(iv) The Company also engages in the fair disclosure of its consolidated and separate interim results quarterly by using the Korea Investor's Network for Disclosure System (KIND) of the Korea Exchange. Our fair disclosure details from the start of the year, subject to disclosure to the submission date of disclosure documents, are as follows.

(Table 2-1-4) Kakao's fair disclosure details from the start of the year subject to disclosure to the submission date of disclosure documents

Disclosure Date	Disclosure Title	Main Content (in Korean)
February 11, 2022	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2021 4Q and Business Year 2021
February 11, 2022	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2021 4Q and Business Year 2021
February 11, 2022	Matters related to ad hoc disclosure obligations (fair disclosure)	Announcement of the mid- to long-term shareholder return policy - Shareholder return period: three years (Business Years 2021 to 2023) - Setting up shareholder return resources: - Returning 15%–30% of free cash flow (FCF) on a separate annual basis to shareholders - Paying dividends of 5% or more - Retiring 10%–25% or more of treasury shares
May 4, 2022	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2022 1Q
May 4, 2022	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2022 1Q
August 4, 2022	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2022 2Q

August 4, 2022	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2022 2Q
November 3, 2022	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2022 3Q
November 3, 2022	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2022 3Q
February 10, 2023	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2022 4Q and Business Year 2022
February 10, 2023	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2022 4Q and Business Year 2022
May 4, 2023	Sales performance (provisional) (fair disclosure)	Announcement of business results for 2023 1Q
May 4, 2023	Operating performance (provisional) based on consolidated financial statements (fair disclosure)	Announcement of business results for 2023 1Q

(v) The Company has never been designated as an insincere disclosure corporation from the start of the business year immediately preceding the period subject to disclosure to the submission date of the disclosure documents.

(Table 2-①-5) Whether Kakao has been designated as an insincere disclosure corporation and its details, etc., from the start of the business year immediately preceding the period subject to disclosure to the submission date of the disclosure documents

Type of Insincere Disclosure	Designation Date	Reason for Designation	Penalty Points Imposed	Fine Amount	Improvement Efforts, etc., after Designation
	_	_	_	-	_

<sup>\*</sup>During the period, Kakao was never designated as an insincere disclosure corporation.

**D.** As such, we are striving to provide corporate information in a timely, sufficient, and equitable manner to all shareholders in Korea and abroad by disclosing detailed information about our company, management, and finances in general via our website (https://www.kakaocorp.com), the Korea Investor's Network for Disclosure System (http://kind.krx.co.kr), and the Financial Supervisory Service Electronic Disclosure System (http://dart.fss.or.kr) through the disclosure inquiry system, etc. In addition, by disclosing the latest IR data, conference call webcast, performance announcement data, phone number, and email address of the IR department with the IR menu on the company website, we encourage communication between the company and our shareholders and strive to improve the understanding and trust of our shareholders.

(Detailed Rule 2-2) The company shall prepare and operate a mechanism to protect shareholders from unfair insider transactions and self-dealings of other shareholders, such as controlling shareholders.

## A. The Device Controlling Internal Transactions and Self-Dealings

(i) To ensure that controlling shareholders, such as management or directors, do not engage in internal or self-dealings to pursue private interests, our internal regulations require approval by our Board of Directors as follows: "In the event of a transaction with a specially related person under the Fair Trade Act, or for large-scale internal transactions (transactions of 5% or more of the company's capital stock or total equity, whichever is the greater, or KRW 5 billion) as stipulated in Article 26 of the same Act and Article 33 of the concurrent Enforcement Decree for the related person." This is stated in Article 10, Paragraph 1, Item 3(5) of the Regulation of the Board of Directors. We make disclosures in accordance with the foregoing.

As the representative company of the Kakao business group, we collect information related to large-scale insider transactions between the head office and each affiliate every week from affiliated companies to control information disclosure and insider transactions. In addition, by conducting periodic confirmation procedures and training on the issue, the persons in charge of the Board of Directors guarantee fair trade inside and prevent unfair insider trade. We also have a practical mechanism in place

so that appropriate internal transaction control can be implemented through the Board of Directors, and we are complying with it.

Moreover, to comply with Article 398 of the Commercial Act (Transactions between Directors, etc., and Company), we also stipulate "Transaction approvals between directors and the company under Article 398 of the Commercial Act" in Article 10, Paragraph 1, Item 4 of the Regulation of the Board of Directors as matters approved by the Board, and disclose the relevant matters in the regular report. You can check related disclosures through the Data Analysis Retrieval and Transfer System (DART; <a href="http://dart.fss.or.kr">http://dart.fss.or.kr</a>).

(ii) In accordance with Articles 398 and 542-9, Paragraph 3 of the Commercial Act, etc., we receive resolutions from our Board of Directors on internal transactions with affiliates and receive approval from the Board regarding the limit of the expected transaction amount every year. Transactions prescribed by Presidential Decrees and carried out within the scope of the total amount of transactions approved by the Board of Directors, which are ordinary transactions according to the business type run by a listed company following Article 542-9 of the Commercial Act and are standardized transactions according to the terms and conditions, may be conducted without the approval of the Board of Directors. In addition, transactions carried out within the scope of the total amount of transactions approved by the Board may not be reported to the General Shareholders' Meeting. In this way, we receive comprehensive approval from the Board of Directors on insider trading once a year.

## [Approval of Insider Transactions in 2022]

Transaction Counterpart	Relationship	Contract Name	Approval Date	Transaction Condition	Transaction Purpose	Transaction Amount (Limit; KRW)
Kakao Pay Co., Ltd.	Affiliated company	Kakao Pay use contract (2022)	December 15, 2021	In cash, etc.	Payment service	234.7 bn
Kakao Games Co., Ltd.	Affiliated company	Kakao game affiliate service overall operation agency contract (increased in 2021) Kakao game affiliate	December 15, 2021	In cash, etc.	Business collaboration	112.9 bn (cumulative: 240.0 bn)
		service overall operation agency contract (2022)				255.2 bn
Kakao Enterprise Co., Ltd.	Affiliated company	Search service technology and engine provision contract (2021)	December 15, 2021	In cash, etc.	Business collaboration	78.2 bn

# [Approval of Insider Transactions in 2023]

Transaction Counterpart	Relationship	Contract Name	Approval Date	Transaction Condition	Transaction Purpose	Transaction Amount (Limit; KRW)
Kakao Pay Co., Ltd.	Affiliated company	Kakao Pay use contract (2023)	January 19, 2023	In cash, etc.	Payment service	207.9 bn
Kakao Games Co., Ltd.	Affiliated company	Kakao Game affiliate service overall operation agency contract (2023)	January 19, 2023	In cash, etc.	Business collaboration	135.6 bn

(iii) We disclose transaction details with stakeholders, such as controlling shareholders, through the regular report. Transaction details with stakeholders like controlling shareholders of Kakao from the start of the year subject to disclosure to the submission date of disclosure documents were recorded based on "IX. Matters Concerning Affiliates, etc." and on "X. Transactions with

Major Shareholders" of our regular report, disclosed via the Financial Supervisory Service Electronic Disclosure System, DART (Data Analysis Retrieval and Transfer System; http://dart.fss.or.kr) and Korea Investor's Network for Disclosure System (KIND; http://kind.krx.co.kr).

The details of fund transactions such as asset transfers and capital increases between Kakao and related parties (affiliates), business transactions, and credit provision to the management (registered executives) are as follows.

[Credit Granting, etc.]

## Loans

[Base Date: December 31, 2022]

(Unit: KRW million)

Transaction Counterpart	Relationship	Transaction Type	Transaction Date	Interest Rate	Purpose	Transaction Details		Approved by		
						Start	Increase	Decline	End	
Kakao Ventures Co., Ltd	Subsidiary	Loan	May 30, 2022 - May 31, 2023	4.60%	Operating fund	-	43,000	6,958	36,042	BOD

#### **Debt Guarantees**

[Base Date: December 31, 2022]

(Unit: KRW million)

Transaction Counterpart	Relationship	Transaction Type	Transaction Date	Interest Rate	Purpose	Guarantee Limit		Approved by		
						Start	Increase	Decline	End	
Kakao IX CHINA CO., LTD	Subsidiary company	Payment guarantee	November 30, 2022 – December 13, 2023	4.60%	Operating fund	-	5,000	-	5,000	CEO

[Asset Transfer, etc.]

[Base Date: December 31, 2022]

(Unit: KRW million)

Transaction	Relationship	Transaction	Transaction	Transaction Object	Transaction Purpose	Transaction
Counterpart	reactonship	Туре	Date	Transaction Object	Transaction Turpose	Amount
Kakao Space Co., Ltd.	Subsidiary company	Capital increase	January 2022	Shares of the company to transact with	Participation in paid-in capital increase	25,700
Kakao G Corp.	Subsidiary company	Capital increase	March 2022	Shares of the company to transact with	Participation in paid-in capital increase	88,699
Kakao IX China Co. Ltd	Subsidiary company	Capital increase	February 2022	Shares of the company to transact with	Participation in paid-in capital increase	1,490
Kakao IX Japan Corp.	Subsidiary company	Capital increase	March 2022	Shares of the company to transact with	Participation in paid-in capital increase	637
Kakao Co-Pilot 1st Fund	Subsidiary company	Participation in association	January 2022	Shares of the company to transact with	Additional investment	4,000
UTC Kakao-SK Telecomm ESG Fund	Subsidiary company	Participation in association	February 2022	Shares of the company to transact with	Additional investment	2,000

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Kakao Brain Co., Ltd.	Subsidiary company	Capital increase	April 2022	Shares of the company to transact with	Participation in paid-in capital increase	40,000
Kakao Enterprise Co., Ltd.	Subsidiary company	Capital increase	June 2022	Shares of the company to transact with	Participation in paid-in capital increase	100,000
Kakao Co-Pilot 1st Fund	Subsidiary company	Participation in association	April 2022	Shares of the company to transact with	Additional investment	4,000
Kakao Healthcare Co., Ltd.	Subsidiary company	Asset takeover	April 2022	Shares of the company to transact with	New establishment	900
Kakao Healthcare Co., Ltd.	Subsidiary company	Capital increase	May 2022	Shares of the company to transact with	Participation in paid-in capital increase	120,000
Seoul Arena Co., Ltd	Subsidiary company	Asset takeover	June 2022	Shares of the company to transact with	New establishment	8,000
Kakao Growth Hacking Fund	Subsidiary company	Participation in association	April 2022	Shares of the company to transact with	Additional investment	2,384
Kakao Games Co., Ltd.	Subsidiary company	Additional investment	April 2022	Tangible/nontangible assets, goodwill	Assets related to Kakao Page play business transfer	4,954
UTC Kakao-SK Telecomm ESG Fund	Subsidiary company	Participation in association	August 2022	Shares of the company to transact with	Additional investment	2,000
Kakao Co-Pilot 1st Fund	Subsidiary company	Participation in association	September 2022	Shares of the company to transact with	Additional investment	4,000
DK Techin	Subsidiary company	Capital increase	October 2022	Shares of the company to transact with	Participation in paid-in capital increase	3,000
Kakao Investment Co., Ltd.	Subsidiary company	Investment in kind	December 2022	Shares of the company to transact with	Investment in kind	1,044,813
Jeju-Vision Venture Investment Association 1st Fund	Affiliate company	Participation in association	December 2022	Shares of the company to transact with	New establishment	300
Kakao IX China Co. Ltd	Subsidiary company	Additional investment	December 2022	Shares of the company to transact with	New acquisition due to merger	4,523

# [Business Transaction, etc.]

[Base Date: December 31, 2022]

(Unit: KRW million)

Transaction Counterparty	Relationship	Transaction Type	Transaction Period	Description	Transaction Amount
Kakaopay Co., Ltd	Subsidiary company	Sale, purchase, etc.	January 1 – December 31, 2022	Payment service, etc.	171,942

(Detailed Rule 2-③) Concerning changes in the ownership structure or significant business of the company, such as mergers, business transfers, divisions, comprehensive exchanges, share transfers, etc., the company shall devise measures to protect shareholders, such as collecting the opinions of minority shareholders and protecting the rights of dissenting shareholders.

A. The company shall explain its policies for shareholder protection, such as collecting opinions of minority shareholders and protecting the rights of dissenting shareholders regarding mergers, business transfers, divisions (including physical divisions), comprehensive exchanges, transfers of shares, etc., that cause significant changes in the company's ownership structure or main business. If there is no such policy, the company shall explain the reason and future plans in this area.

Regarding decisions that cause significant changes in the corporate ownership structure or major business, we are expanding investors' access to information through electronic disclosures and website announcements and complying with all applicable laws related to protecting shareholder rights.

If there is a merger decision (excluding small-scale mergers), we protect shareholder rights through the stock purchase request procedure for opposing shareholders, in accordance with Article 522-3 of the Commercial Act and Article 165-5 of the Financial Investment Services and Capital Markets Act.

Furthermore, in small mergers, we proceed with the merger after confirming whether or not the holders of at least 20% of the total issued and outstanding shares oppose it by receiving and counting objections to the merger following Article 527-3 of the Commercial Act.

In the case of physical division, we support the expansion of voting rights for shareholders who cannot attend in person through electronic voting at the General Shareholders' Meetings and the introduction of electronic power of attorney, etc.

Moreover, to collect the opinions of minority shareholders and support their communication with the company, we disclose our main phone numbers and email addresses through the Kakao IR website. Our IR staff in charge responds directly.

Regarding the internal listing procedure of subsidiaries, we have, from the Kakao community's perspective, been contemplating a structure that can effectively develop Kakao's corporate value and business. In addition, we are listing our subsidiary companies on the stock market while respecting the independence of subsidiaries in line with each of these companies' growth rates, funding needs, and capital market, and based on the principle of shareholder equality. Listing our major subsidiaries will be carried out from the perspective of enhancing Kakao's shareholder value.

Kakao increased its dividend in February 2023 to enhance our shareholder value and implemented its shareholder return policy, including dividends and treasury share retirement.

The total dividend is KRW 26.2 billion as of the Business Year 2022, a 14% increase from the previous year's dividend of KRW 23.0 billion. As of May 3, 2023, we completed the retirement of 1,897,441 treasury shares (0.43% of issued shares).

Following our three-year shareholder return policy, we plan to return 15% to 30% of our FCF annually for each of the Business Years 2021 to 2023 to our shareholders. For details, please refer to "(Detailed Rules 1-4)."

For your reference, the current Kakao Headquarters is generating stable cash flow from operating activities centered on Talk Biz (advertising, commerce, etc.) and is pursuing synergies through business alliances with subsidiaries. The FCF, the source of shareholder returns, includes dividend income from subsidiaries or investment companies. As such, we have established a policy so that future dividends from subsidiaries can also be redistributed to Kakao shareholders.

As we continue to place Kakao's shareholder value enhancement and shareholder protection as our top future priorities, we plan to consider ways to maximize corporate value and a business structure that can best grow our business. We also plan to protect shareholder rights by linking these achievements with our shareholder return policy.

B. There were no mergers, business transfers, divisions (including physical divisions) or comprehensive exchanges or share

transfers, etc., that caused significant changes in the company's ownership structure or main business in the year subject to disclosure, and the company does not have any specific plan for such an event.

When a decision causes a change in corporate governance and business, we will continue to actively collect the opinions of our shareholders and strive to protect them. We will do this by making timely disclosures and announcements, carefully reviewing before making major corporate decisions, and actively collecting shareholders' opinions through active shareholder communication and strengthening shareholder return policies.

#### 3. The Board of Directors

(Key Rule 3) Functions of the Board of Directors

The Board of Directors shall determine the business goals and strategies of the company for the benefit of the company and shareholders and supervise the management effectively.

(Detailed Rule 3-①) The Board of Directors shall effectively perform the functions of decision-making and management supervision.

#### A. The Functions of the Board of Directors

Consisting of directors appointed by the General Shareholders' Meeting, the Board of Directors is the company's permanent decision-making body tasked with adopting resolutions on the matters specified in the laws, Articles of Incorporation, matters delegated by the General Shareholders' Meeting, and essential matters regarding the company's fundamental management policies and operations. The Board determines the company's management goals and basic management policies for the benefit of the company and its shareholders and supervises the management's activities to ensure transparent management. Kakao's Board of Directors comprises a majority of independent directors with expertise and diversity to ensure independent judgment and decision-making.

Through significant changes in the organization, such as dissolution, business transfer, merger, the establishment and evaluation of internal control and risk management standards, governance principles, and policies, such as management succession, and the management and supervision of conflicts of interest, the Board of Directors is effectively performing its function of providing management oversight.

#### (i) Deliberation and resolution of the Board of Directors

Our Board of Directors decides on essential matters stipulated by laws and regulations, Articles of Incorporation, matters delegated through the General Shareholders' Meeting, basic policies of company management and business execution, and supervises the work of management. Matters deliberated on and resolved by the Board of Directors following Article 10 of our Regulation of the Board of Directors are as follows.

Matters of Deliberation and Resolution of the Board of Directors	Self-Reinforced
1. Matters Related to the General Shareholders' Meeting	
① Convene a General Shareholders' Meeting	
② Approval of business report	
③ Approval of the financial statements	
Amendment of the Articles of Incorporation	
⑤ Capital reduction	
(6) Dissolution, merger, split-up and merger, split-up, and continuation of the business after the dissolution of the company	
⑦ Retirement of shares	
® Transfer of all or substantial parts of the company's business and acquisition of the entire business of a different company	
Appointment or discharge of directors	
① Issuance of shares short of the par value	
② Exclusion of director's liability for the company	
③ Determination of stock dividend	

(4) Granting of stock options	
(5) Compensation of directors	
(6) Approval of transactions between the company and the company's largest shareholder (including its specially related persons) under Article 542-9 of the Commercial Act	
(ii) Approval of transactions between the company and its specially related persons pursuant to Article 542-9 of the Commercial Act	
<sup>®</sup> Any other agenda to submit and report to the general shareholders' meeting	
2. Matters Related to Management	
① Determination and change of the fundamental policies of the company management	
② Appointment and discharge of the representative director	
③ Appointment and discharge of the Board of Directors Chairperson	0
④ Determination of corepresentatives	
⑤ Establishment, operation, and abolishment of a committee within the Board of Directors	
(6) Appointment and discharge of a committee within the Board of Directors	
② Separate resolution on resolutions adopted by a committee within the Board of Directors	
® Resolutions on matters submitted by a committee within the Board of Directors	
Decision to seek expert cooperation of directors	0
Appointment and discharge of a registered manager	
① Relocation or closure of branch offices, factories, offices, and business premises	
② Decisions on simplified mergers, simplified mergers after split-up, small-scale mergers, and small-scale mergers after split-up	
③ Reporting of merger or consolidation	
(4) Acquisition of shares in another company over 50% of its total shares, or execution of a material joint venture or partnership agreement with another company, in each case whose contract value is 1% or more of the Company's equity capital as of the end of the latest fiscal year	0
⑤ In case the Company disposes of the shares in its affiliate of which it owns more than 50% of the total shares at a value of 1% or more of the Company's equity capital as of the end of the latest fiscal year and, as a result, the Company owns less than 50% of the total shares in such affiliate	0
(6) Review of plan and performance of ESG tasks	0
3. Matters Related to Finance	
① Matters related to the issuance of stocks	
② Disposal of deficits	
③ Matters related to the issuance of bonds, including subscription of bonds, convertible bonds, and bonds with warrant	
④ Matters related to the acquisition, disposal, or retirement of treasury stock	
(5) Capitalization of reserves	
⑥ Acquisition and disposal of tangible and intangible assets equivalent to 2.5% or more as of the end of the latest fiscal year	0
⑦ Investment or disposal of investments in another company at a value of 2.5% or more of the Company's equity capital as of the end of the latest fiscal year	0
(8) Loan in an amount equivalent to 5% or more of the Company's equity capital as of the end of the latest fiscal year	0
Acquisition or transfer of the business with an asset value of 10% or more of the Company's total assets as of the end of the latest fiscal year	0
Acquisition or transfer of the business with a turnover of 10% or more of the Company's turnover as of the	0

end of the latest fiscal year	
① Transfer of business with liabilities equivalent to 10% or more of the Company's total liabilities as of the end of the latest fiscal year	0
<ul><li>② Provision of security interest, guarantee for liabilities, takeover/waiver of liabilities for others equivalent to.</li><li>2.5% or more of the Company's equity capital as of the end of the latest fiscal year</li></ul>	0
③ Provisional payment of cash, cash loan, or loan of securities to others equivalent to 2.5% or more of the Company's equity capital as of the end of the latest fiscal year (other than loans to employees or the employee stock ownership association)	0
In case the Company intends to conduct large-scale internal trading as defined in Article 11-2 of the Fair     Trade Act and Article 17-8 of its Enforcement Decree with or for a specially related person as defined by the     said Act	
4. Matters Related to Directors	
① Approval of transactions between the director and the company	
② Simultaneously holding an executive position in a different company	
5. Miscellaneous	
① Cancellation of stock option	
② Other matters determined according to other laws or Articles of Incorporation, matters delegated by the General Shareholders' Meeting, and matters approved to be necessary by the representative director	

# (ii) The existence, main contents, and effects of matters other than those required by the relevant laws among the matters of deliberations and resolutions of the Board of Directors

Among the matters deliberated on and resolved by the Board of Directors, each of the concerns for which we voluntarily added and strengthened the standard amount, other than those required by the relevant laws, fall into one of the following categories:

1) Improvement of efficiency and professionalism in board operation and management decision-making; 2) Accounting purposes for incorporation and exclusion of consolidated subsidiaries; 3) Control disclosure information for appropriate announcements in accordance with the Regulation on Disclosure on the Securities Market and the Financial Investment Services and Capital Markets Act, and so on. Please see below for details.

Details of Deliberation and Resolutions	Effect
2. Matters Related to Management	
③ Appointment and discharge of the Board of Directors Chairperson	Improves the efficiency of the Board of Directors operation by appointing and dismissing the Board's Chairperson by a resolution of the Board of Directors, not stipulated in the Articles of Incorporation
Decision to seek expert cooperation of directors	Enhances the efficiency and professionalism of management decision-making by referring to expert opinions
Acquisition of shares in another company over 50% of its total shares, or execution of a material joint venture or partnership agreement with another company, in each case whose contract value is 1% or more of the Company's equity capital as of the end of the latest fiscal year	Improves the accounting accuracy for incorporation of consolidated subsidiaries, etc.
(5) In case the Company disposes of the shares in its affiliate of which it owns more than 50% of the total shares at a value of 1% or more of the Company's equity capital as of the end of the latest fiscal year and as a result, the Company owns less than 50% of the total shares in such affiliate	Improves the accounting accuracy for exclusion of consolidated subsidiaries, etc.
Review of plan and performance of ESG tasks	Enhances efficiency and professionalism in management decision- making by checking the direction of the sustainability management strategy and monitoring and supervising performance and problem management
3. Matters Related to Finance	

⑥ Acquisition and disposal of tangible and intangible assets equivalent to 2.5% or more of the assets as of the end of the latest fiscal year	Disclosure information is controlled to a level that complies with the Regulation on Disclosure on the Securities Market through a resolution of the Board of Directors.
⑦ Investment or disposal of investments in another company at a value of 2.5% or more of the Company's equity capital as of the end of the latest fiscal year	Disclosure information is controlled to a level that complies with the Regulation on Disclosure on the Securities Market through a resolution of the Board of Directors.
(8) Loan in an amount equivalent to 5% or more of the Company's equity capital as of the end of the latest fiscal year	Disclosure information is controlled to a level that complies with the Regulation on Disclosure on the Securities Market through a resolution of the Board of Directors.
Acquisition or transfer of the business with an asset value of 10% or more of the Company's total assets as of the end of the latest fiscal year	Control of disclosure information for reports on major issues following the Regulation on Disclosure on the Securities Market and the Financial Investment Services and Capital Markets Act
(1) Acquisition or transfer of the business with a turnover of 10% or more of the Company's turnover as of the end of the latest fiscal year	Control of disclosure information for reports on major issues following the Regulation on Disclosure on the Securities Market and the Financial Investment Services and Capital Markets Act
① Transfer of business with liabilities equivalent to 10% or more of the total liabilities of the Company as of the end of the latest fiscal year	Control of disclosure information for reports on major issues following the Regulation on Disclosure on the Securities Market and the Financial Investment Services and Capital Markets Act
② Provision of security interest, guarantee for liabilities, takeover/waiver of liabilities for others equivalent to 2.5% or. more of the Company's equity capital as of the end of the latest fiscal year	Disclosure information is controlled to a level that complies with the Regulation on Disclosure on the Securities Market through a resolution of the Board of Directors.
(3) Provisional payment of cash, cash loan, or loan of securities to others equivalent to 2.5% or more of the Company's equity capital as of the end of the latest fiscal year (other than loans to employees or the employee stock ownership association)	Disclosure information is controlled to a level that complies with the Regulation on Disclosure on the Securities Market through a resolution of the Board of Directors.

# (iii) Matters delegated to the committees within the Board of Directors and the Representative Director among the Board's authority

Except where otherwise provided by law, our Board of Directors may, by its resolution in accordance with Article 29, Paragraph 3 of our Articles of Incorporation and Article 11 of the Regulation of the Board of Directors, organize the Audit Committee, which will audit financial statements and check audit activities within the Board; the Compensation Committee, which will determine the amount of remuneration for directors and employees; the Directors Nominating Committee, which will deliberate on the appointment and reappointment of directors; and the ESG Committee, which will review ESG plans and implementation results and may delegate other authorities by setting matters related to authority and operation. Decisions made by a committee are reported to each director. If deemed necessary, each director may request the Board of Directors Chairperson to convene a Board meeting to redetermine matters resolved by a committee except for the Audit Committee. Our Representative Director oversees the execution of matters decided by the Board of Directors, and the in-house organization performs the relevant work.

**B.** As such, our Board of Directors determines the company's management goals and basic management policies for the benefit of the company and its shareholders and faithfully supervises the management's activities to ensure transparent management. Kakao will continue to enhance the level of independence and efficiency of the governance centered on our Board of Directors by reflecting improvements in external corporate governance evaluation and efforts to check and improve policy deficiencies concerning the Board of Directors.

(Detailed Rule 3-2) The Board of Directors shall prepare and operate a policy for succession to the CEO

(including an emergency appointment policy) and shall continuously improve and supplement it.

#### (i) Establishment and operators of succession policy for the CEO (Representative Director)

To establish a stable and transparent governance structure, we internally prepare principles, responsibilities, and authority for CEO management succession, securing candidates, and appointment procedures. We frequently assess whether the current CEO is the best person to achieve business performance, verify competence from various perspectives through multifaceted reviews, and conduct the succession process on time for a stable business.

In February 2022, the Board of Directors decided in its second regular meeting to enact the "Regulation on the CEO Succession Plan." The enacted regulation aims to secure management stability by systematically nurturing key talents with expertise in the company's management and to avoid uncertainties such as management gaps by preparing in advance for the replacement of the CEO.

The CEO's succession policy complies with the operating Regulation of the Board of Directors and the Directors Nominating Committee, which is a committee under the Board of Directors. The CEO Human Resources (HR) Support Team manages and aids the CEO candidate group.

#### (ii) Major contents of succession policy such as candidate selection, management, and education

"Qualifications for the CEO"

- The CEO must have the expertise and leadership necessary for the company based on his/her business understanding and experience. In addition, the CEO must be able to contribute to the company's development and enhance the interests of shareholders and stakeholders.
- The CEO must embody the entrepreneurial spirit; possess business capabilities and qualities, corporate ethics and organizational management capabilities and qualities; and the will to secure the qualifications needed for the company's sustainable growth.

"Responsibilities and Authority of the CEO"

- The CEO must best understand the direction of the vision and strategic goals pursued by the company and be able to achieve the best performance.
- The CEO must be a talented person with the capacity to perform the position of Representative Director successfully and is defined as a minority group that shares responsibility for community business.
- The CEO is the chief decision-maker and shall make decisions that have ripple effects on the community.

#### "The CEO Succession Process"

- The company shall constantly manage the candidates selected in consideration of the competencies defined in Articles 5 and 6 of the "Regulations on the CEO Succession Plan."
- When the management succession process begins, the Directors Nominating Committee of the Board of Directors shall review a suitable person from the candidate group or, if necessary, from external persons recommended.
- Only individuals with sufficient qualifications for CEO will be recommended as a CEO candidate by the Board of Directors to the General Shareholders' Meeting. The candidate is appointed as an inside director at the Regular General Shareholders' Meeting, then the Board of Directors appoints him/her as the Representative Director, and the CEO succession process ends. After that, the CEO shall represent the company and take overall charge of overseeing the company's business.

#### "Contingency Plans"

- In the absence of the Representative Director, the directors will act on behalf of the Representative Director in the order determined by the Board of Directors as stipulated in the Articles of Incorporation.
- The appointment of the Representative Director for the person acting on behalf of the Representative Director follows the Articles of Incorporation and the resolution of the Board.

"Candidate Group Management and Training"

- The company shall share business status/results on a regular basis and provide training programs required to foster business insight and organizational leadership for the candidate group.
- The company shall select an appropriate program and method by comparing qualifications and competencies, and may utilize education, coaching, mentoring, and learning through job performance (expansion, transition, assignment, etc.).

#### (iii) Training status during the period subject to disclosure

The company provides various training programs to help CEO candidates build business insight and leadership capabilities. The company organizes business workshops where individual candidates share their roles and responsibilities and improve their understanding of the overall management of Kakao's business. In 2022, two business workshops were held (April and July) for group chiefs and part leaders. In 2023, the company began to provide CEO candidate training on critical capabilities required of CEO candidates. Special lectures are delivered each quarter on various themes, including leaders' cognitive bias and the effect of leadership actions to help them build business and leadership skills in multiple areas.

In the future, Kakao will strive to establish a stable governance structure by securing business continuity and continuous performance through proactive appointment and succession policies.

(Detailed Rule 3-③) The Board of Directors shall prepare and operate internal control policies (risk management, compliance management, internal accounting management, disclosure information management, etc.) and continuously improve and supplement them.

# A. Matters Related to the Overall Internal Control Policy

By systematically identifying all laws with which the company must comply in business operations and monitoring whether or not employees abide by the regulations, we actively implement policy establishment and control activities through internal Compliance Officers and supporting organizations to prevent illegal acts and systematically respond to various legal risks.

(i) Our Board of Directors is responsible for review. It has the final responsibility for overall company risk management and closely monitors and controls this through our codified Regulation of the Board of Directors. In particular, to maintain business stability by comprehensively and efficiently managing risks that may occur in overall management, the Board approved the enactment of the Risk Management Regulation on February 24, 2022. The Regulation's main contents include establishing departments to manage nonfinancial or financial risks (the Community Compliance Management Office and the Finance Group) and appointing the Risk Management Officer (or Risk Management Committee) to supervise it. The Regulations stipulate the contents related to reviewing factors related to significant risks, management supervision, and establishment of related policies. In addition, by reporting relevant major issues and postprocessing matters to the Board of Directors, the Regulations were organized so that we could respond to risks appropriately.

Furthermore, the Audit Committee can evaluate the operating status of the internal accounting control system, exercise its authority over illegal acts by directors, and manage financial risks while keeping the Board of Directors in check. The ESG Committee, established in January 2021, has the authority to regularly check the review results of nonfinancial risk factors, as stipulated in the ESG Committee Regulation.

As of the submission date of this Report, the main risk management contents of our Board of Directors, Audit Committee, and ESG Committee are as follows.

- Approving self-transactions of directors and large-scale internal transactions of specially related persons
- Reporting to the Board of Directors on acts that violate the laws or the Articles of Incorporation

- Requesting injunction for illegal acts by directors
- Reporting the evaluation results of the internal accounting control system
- Self-evaluation of the internal accounting control system by the Audit Committee
- Major ESG-related nonfinancial issues and countermeasures (added governance issues as of May 11, 2023)
- Matters related to nonfinancial risk management under the Risk Management Regulation

In accordance with the applicable laws and the needs of each service and business, our internal departments have different regulations or management systems related to personal information protection, corporate disclosure, stock trading, billing system, anti-money laundering, and a prohibition against the financing of terrorism. In addition, we operate an Enterprise Risk Management (ERM) Committee to check and prevent financial and nonfinancial risks. The ERM Committee identifies and analyzes risk factors surrounding the company in advance and reports the results to the Board of Directors. The Community Compliance Management Office is tasked with the working-level operations of the ERM Committee. As a task for 2023, we plan to strengthen potential risk inspection activities, such as reinforcing service stability thoroughly and advancing our risk inspection process.

To establish a risk policy that covers the entire company, we commissioned an external advisory organization to conduct a risk assessment. We plan to develop policies for identified risks, prepare processes, receive regular training, and solve problems through risk assessment.

(ii) We have regulations on Compliance Control Standards to promote fair and transparent business performance in compliance with the laws and regulations. The Compliance Control Standards apply to all corporate affairs and related activities of the executives and employees. All company regulations must comply with the Compliance Control Standards. The company employs a single Compliance Support Officer as of the report submission date. The Compliance Officer conducts online compliance training for all employees every year. We promote the sound development of the company by requesting adherence from our employees and requesting the suspension, improvement, or correction of matters judged to be illegal.

We operate a separate organization to fulfill the disclosure obligations of corporate groups subject to disclosure following the Regulation on Disclosure on the Securities Market and the Fair Trade Act. To meet the securities market disclosure obligation, we have a Disclosure Manager who can report on behalf of the company. In addition, we have a disclosure department with specialized knowledge about disclosure in the IR division as a separate organization and four Disclosure Officers, including the team leader. In addition, to fulfill the disclosure requirements of the corporate group subject to disclosure, we have established the corporate group part in the Community Compliance Management Office as a separate organization and have assigned four people in charge, including the head of the department, to fulfill the disclosure obligation. We have prepared disclosure information management regulations to ensure that all disclosure information is disclosed accurately, completely, and promptly following the relevant laws and regulations. We also define all processes related to disclosure, such as the creation, collection, and review of disclosure information; the preparation and approval of disclosure documents; and periodical monitoring through in-house information-sharing systems and messengers.

We operate an internal accounting control system following Article 8 of the Act on External Audit of Stock Companies. The system is designed and operated to provide reasonable assurance that the financial statements of trustworthy companies have been prepared and disclosed following generally accepted accounting standards. To implement this, we have established internal control over financial reporting (ICFR) in the Financial Accounting Office as a separate operating organization having five people in charge, including the Part Manager.

(iii) Other than the above, we have no additional internal control policies. Kakao will continue to stipulate an integrated internal control policy covering all areas of our business. In addition, Kakao will incorporate internal policies that exist within individual organizations and strive to implement sturdier internal control policies in addition to risk management, compliance management, internal accounting management, and disclosure information management.

#### (Key Rule 4) Composition of the Board of Directors

The Board of Directors shall be organized so that it can make decisions efficiently and supervise the management, and directors shall be appointed through a transparent process that can broadly reflect the diverse opinions of shareholders.

(Detailed Rule 4-①) The Board of Directors should be structured to enable efficient and thoughtful discussion and decision-making. There should be a sufficient number of independent directors for the Board to function independently of the management and controlling shareholders.

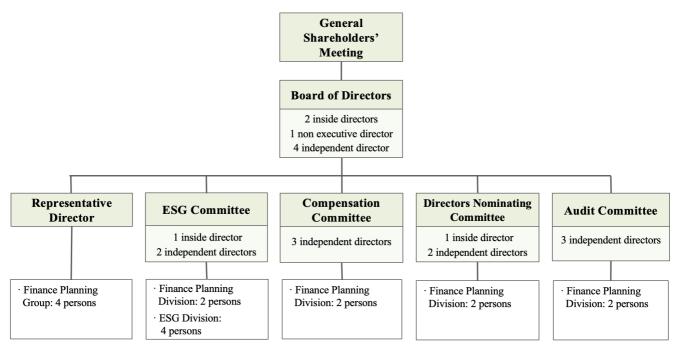
#### A. Current Composition of the Board of Directors

(i) In accordance with Article 23 of the Articles of Incorporation, our Board of Directors must comprise at least 3 but no more than 11, with a majority of the Board being independent directors. As of the submission date of this Report, our Board of Directors consists of a total of 7, including 2 inside directors (Euntaek Hong and Jaehyun Bae), 1 non-executive director (Shina Chung), and 4 independent directors (Seok Yun, Sejung Choi, Sunkyung Shin, and Saerom Park). The ratio of independent directors on the Board of Directors is 57%, which satisfies the majority requirement specified in the Commercial Act. At the Board of Directors meeting on March 30, 2023, Seok Yun became the company's first independent director appointed as the Chairperson to ensure the Board's independence from the management and controlling shareholders.

Four specialized committees operate under the Board of Directors: the Audit Committee, the Compensation Committee, the Directors Nominating Committee, and the ESG Committee. Furthermore, to ensure the transparency and independence of the Board of Directors, the Audit Committee and the Compensation Committee are composed entirely of independent directors, and all other committees consist of a majority of independent directors.

To handle all affairs of the Board of Directors, our Board has one Assistant Administrator following Article 15 of the Regulation of the Board of Directors. The Secretary is the department head in charge of the Board's work. In addition, by operating an organization supporting the Board, we support independent directors so that they can perform their professional duties on the Board and its committees. We also actively provide regular and irregular information so that the relevant agenda and report contents can be thoroughly reviewed before the meetings of the Board of Directors and its committees. As of the submission date of this Report, the relevant organizational chart, including the Board of Directors, committees under the Board, and supporting departments, is as follows.

(Table 4-1)-1) Organizational chart related to the Board of Directors as of the submission date of this Report



(ii) As of the submission date of this Report, the composition of our Board of Directors, including the age and gender ratio of Board members, etc., are as follows.

(Table 4-1)-2) Composition of the Board of Directors as of the submission date of this Report

Category	Name	Gender (Age)	Position	Date appointed	End Date of Term	Specialty	Major Career
Independent Director	Seok Yun	Male (61)	Board of Directors Chairperson, Audit Committee Chairperson, Compensation Committee Member	March 25, 2020	March 28, 2025	Finance/acco unting	- Business Administration, Yonsei University - Master of Business Administration (MBA) at New York University (NYU) - Managing Director, Head of equity research, Credit Suisse (Korea) - Managing Director, Head of wholesale business / Head of research center, Samsung Securities - Chief Information Officer (CIO) (Executive Vice President), Samsung Asset Management - CEO, Samsung Active Asset Management - Adviser, Samsung Active Asset Management - (Current) CEO, Yun&CO. Korea - (Current) Adjunct Professor, College of Business Administration, Sookmyung Women's University
Inside Director	Euntaek Hong	Male (59)	Representing Director, ESG Committee Member, Director Nominating Committee Member	March 29, 2022	March 29, 2024	Overall management strategy	- Oriental History, Seoul National University - Kakao Chief Business Officer - Kakao Social Impact Executive Vice President - Kakao Makers CEO - Kakao Commerce CEO - (Current) Kakao Corporate Alignment Center Cohead - (Current) Kakao CEO
Inside Director	Jaehyun Bae	Male (43)	Inside Director	March 28, 2023	March 28, 2025	Overall management strategy	Business Administration, Sogang University     Head Future Strategy Office, CJ     Head of Big Deal Team, Kakao     Head of Investment Strategy Office, Kakao     CIO, Kakao     (Current) Head of Community Investment Representative
Non- executive Director	Shina Chung	Female (48)	Non-executive Director	March 28, 2023	March 28, 2025	Overall management strategy	- French Language and Literature / Business Administration, Yonsei University - Marketing, Master of Business Administration, Yonsei University - MBA at Ross School of Business, University of Michigan - Consultant, Boston Consulting Group - Strategic Manager, eBay APAC HQ - Senior Manager, NHN Corp Managing Director / Partner, Kakao Ventures - (Current) Kakao Ventures CEO

Independent Director	Sejung Choi	Female (51)	ESG Committee Chairperson, Director Nominating Committee Chairperson, Audit Committee Member	March 25, 2020	March 28, 2025	Media advertising industry	- PhD in Mass Media (Advertising), Michigan State University  - Assistant Professor / Associate Professor, Department of Advertising, The University of Texas at Austin  - Vice President, Korea Advertising Society  - Independent Director, JTBC Mediacom  - (Current) Professor, School of Media and Communication, Korea University  - (Current) President, Korea Media Management Association  - (Current) Editor in Chief, The Korean Journal of Advertising and Public Relations  - (Current) Independent Director, GIIR Corporation
Independent Director	Sunkyun g Shin	Female (48)	Compensation Committee Chairperson, Director Nominating Committee Member, Audit Committee Member	March 28, 2023	March 28, 2025	Law	- Private Law, Seoul National University - Graduated from the Judicial Research and Training Institute (30th year, passed the 40th National Judicial Examination) - Completed the Graduate School of Law program, Seoul National University - Stanford Law School (LL.M.), United States - Obtained attorney license for New York, United State - Partner, Shin & Kim LLC (Finance part) - Named Leading Individual in the Asia Capital Markets category by Chambers, a prestigious law publication - (Current) Partner, Advisory, LIWU Law Group - (Current) Member of the Sanctions Review Committee, Financial Supervisory Service - (Current) Member of the MBC Personnel Committee - (Current) Member of the Seoul Administrative Appeal Commission
Independent Director	Saerom Park	Female (33)	Compensation Committee Member, ESG Committee Member	March 25, 2020	March 28, 2025	AI security	- Doctor of Science in Industrial Engineering, Seoul National University - Researcher, Industrial and Mathematical Data Analytics Research Center, Seoul National University - Assistant Professor of the Department of Convergence Security Engineering, Sungshin Women's University - (Current) Assistant Professor of the Department of Industrial Engineering, Ulsan National Institute of Science and Technology (UNIST)

(iii) As of the submission date of this Report, the composition of the committees under the Board of Directors, the Board of Directors Chairperson, the Committee Chairpersons, and the main roles of the Committees are as follows.

(Table 4-1)-3) Composition of committees of the Board of Directors as of the submission date of this Report

		C	omposition					
Committee	Position Category		Name	Gender Concurrent Position(s)		Main roles of the committee	Remarks	
Audit Committee (total of 3	Chairperson	Independent Director	Seok Yun	Male	В	Inspection and approval of audit activities for overall company	Appointed on March 28, 2023	

members) (A)	Member	Independent Director	Sejung Choi	Female	C, D	business, including financial status  2. Business supervision of directors and management	
	Member	Independent Director	Sunkyung Shin	Female	B, C	Approval for selection of. external auditors	
Compensat	Chairperson	Independent Director	Sunkyung Shin	Female	A, C	Securing objectivity and transparency in the process of determining the remuneration of	Appointed on March 28, 2023
ion Committee (total of 3 members)	Member	Independent Director	Seok Yun	Male	A	directors  2. Review and approval of the. remuneration system for registered directors	
(B)	Member	Independent Director	Saerom Park	Female	D	Prior deliberation on and approval of the limit on remuneration for directors	
Directors	Chairperson	Independent Director	Sejung Choi	Female	A, D	Recommendation of director candidates to be appointed by the General Shareholders' Meeting	Appointed on March 28, 2023
Nominatin g Committee (total of 3	Member	Independent Director	Sunkyung Shin	Female	A, B	and deliberation on whether to reappoint  2. Recommendation by verifying independence, diversity, and	
members) (C)	Member	Inside Director	Euntaek Hong	Male	D	professionalism of candidates for independent director  3. Prereview of candidates for inside director	
	Chairperson	Independent Director	Sejung Choi	Female	A, C	Review the direction of the company's sustainability	Appointed on March 28,
ESG Committee	Member	Independent Director	Saerom Park	Female	В	management strategy 2. Checking the implementation of.	2023
(toal of 3 members) (D)	Member	Inside Director	Euntaek Hong	Male	С	the previous year's ESG project and approve the current year's implementation plan 3. Periodic review of non-financial. risk factors	

- (iv) Our Board of Directors consists of seven directors in total, including four independent directors (Seok Yun, Sejung Choi, Sunkyung Shin, and Saerom Park). Independent directors thus form 57% of the Board of Directors, satisfying the Commercial Act's majority requirement. Independent directors Seok Yun, Sejung Choi, and Saerom Park have been reappointed twice after their initial appointment on March 25, 2020.
- (v) Our Board of Directors separates the Representative Director from the Board Chairperson and strives to enhance the transparency and independence of management. In March 2023, for the first time in its history, the company appointed an independent independent director as the Board of Directors Chairperson to ensure the Board's independence from the management and controlling shareholders. As of the report submission date, Director Seok Yun is the Board's Chairperson.
- **B.** As such, our Board of Directors consists of seven directors in total, with four independent directors, meaning that independent directors have a majority of 57% of the total number of members. In addition, by ensuring effective and thoughtful discussion and decision-making among independent directors, we encourage decision-making with independence from the management and controlling shareholders.

(Detailed Rule 4-②) The Board of Directors shall comprise competent persons with expertise and responsibilities in various fields of knowledge and experience to contribute to corporate management substantially.

# A. Professionalism, Accountability, and Diversity of the Board of Directors

(i) To form a Board of Directors with competent people having expertise and responsibilities in diverse fields, the company has a Directors Nominating Committee under the Board of Directors. In Article 5 of the Corporate Governance Charter, enacted January 2021, regarding the composition of the Board of Directors and the appointment of directors, the company stipulated that the Board of Directors be formed considering the need for expertise, responsibility, and diversity. In Article 9-2 of the Regulations of the Directors Nominating Committee, we have stipulated that the professionalism and diversity of the Board of Directors (gender, age, religion, nationality, race, ethnicity, cultural background, and other diversity factors, etc.) should be taken into consideration when selecting director candidates. Our current Board of Directors consists of directors with expertise in financial accounting, the media advertising industry, technology, and law. In accordance with relevant laws such as the Commercial Act, the Board of Directors consists of seven directors in total, including those with no reasons for disqualification, and four female directors, in consideration of the need for diversity.

Chairperson Seok Yun has held several major finance positions with expertise in finance and accounting. Based on his professionalism and independence, he has provided various advice on enhancing the company's finance and risk management, contributing to its business activities to enhance the Board's diversity and increase the company's values. In addition, as Audit Committee Chairperson, he is in charge of checking and monitoring and plays a significant role in improving the company's finance and risk management practices with professionalism and independence.

Based on his experience serving as the Representative Director of Kakao Makers, the first social impact company in Korea, Representing Director and Inside Director Euntaek Hong is deemed the right person to realize the win-win and social impact that Kakao envisions. He was appointed with great responsibility and is determined to enhance corporate value by presenting a reasonable direction for ESG management so Kakao can perform society's expected role and exert a good influence.

As the head of Kakao's community investment efforts, Director Jaehyun Bae currently plays a critical role in attracting capital and investment, significantly contributing to increasing the company's corporate values by spurring Kakao's efforts to access and expand in global markets. Building on his expertise and deep understanding of Kakao, he was appointed because he can propose opinions on key management issues, achieve future-oriented values, and play indispensable roles in various areas.

Shina Chung is currently the CEO of Kakao Ventures. She has made sizable contributions to creating Korea's information technology (IT ecosystem by developing investment strategies and discovering and investing in IT startups in strategic mobile, advanced technology, game, and other sectors. She was appointed as non-executive director as she is deemed to be able to contribute significantly to the company's business activities by ensuring the diversity of Kakao's Board of Directors, utilizing her deep understanding of the company's business and expertise and experience in IT so that Kakao can continue to drive innovation guided by its "startup spirit," and providing advice on ways to coexist with the society.

Sejung Choi, an independent director, served as a member of the Broadcasting Advertising Balanced Development Committee of the Korea Communications Commission and the president of the Korea Media Management Association. Choi is an academic expert who has been instrumental in the company's key policy decisions related to ESG and brand image, including her highly insightful opinions. She has also contributed to the company's business activities by continuing to provide objective and valuable advice and consultations.

Currently a professor in the Department of Industrial Engineering at Sungshin Women's University, Independent Director Saerom Park has been providing in-depth and diverse advice on the company's businesses, which comes from her deep understanding of the industry as a whole. As an independent director with independence and professionalism, she is expected to provide various opinions on business activities that enhance the Board's diversity and improve the company's value.

Independent Director Sunkyung Shin is a legal expert who received her LL.M. at Stanford University Law School and acquired a bar license in New York, United States. With more than 20 years of experience providing legal advice on corporate governance and financial matters, she is expected to give guidance to help the company preemptively identify and address legal risks coming from Kakao's rapid growth, the growth of new businesses, and contribute to advancing the company's governance structure, ethical management, ESG management, overall management, and Board of Directors agendas with her legal understanding and expertise. As such, the company appointed her as an independent director.

(ii) Director appointments and changes to our Board of Directors from the start of the year immediately preceding the period subject to disclosure to the submission date of disclosure documents are as follows.

(Table 4-2-1) Director appointments and changes to our Board of Directors from the start of the year immediately preceding the period subject to disclosure to the submission date of disclosure documents

Category	Name	Date Appointed	End Date of Term (Expected)	Date of Status Change	Reason for Change <sup>1</sup>	Incumbent Status
	Beomsu Kim	October 2, 2007	March 24, 2023	March 29, 2022	Resignation	Incumbent
	Minsoo Yeo	March 16, 2018	March 24, 2022	March 29, 2022	Term expired	Incumbent (advisor)
	Sooyong Cho	March 16, 2018	March 24, 2022	March 29, 2022	Term expired	Incumbent (advisor)
Inside Director	Sungsu Kim	March 29, 2022	March 29, 2024	March 28, 2023	Resignation	Resigned
	Whon Namkoong	March 29, 2022	March 29, 2024	November 14, 2022	Resignation	Incumbent
	Euntaek Hong	March 29, 2022	March 29, 2024	March 29, 2022	New appointment	Incumbent
	Jaehyun Bae	March 28, 2023	March 28, 2025	March 28, 2023	New appointment	Incumbent
Non- executive Director	Shina Chung	March 28, 2023	March 28, 2025	March 28, 2023	New appointment	Incumbent
	Kyujin Cho	March 17, 2017	March 29, 2023	March 28, 2023	Term expired	Resigned
	Seok Yun	March 25, 2020	March 28, 2025	March 28, 2023	Reappointed	Incumbent
Independent Director	Sejung Choi	March 25, 2020	March 28, 2025	March 28, 2023	Reappointed	Incumbent
	Saerom Park	March 25, 2020	March 28, 2025	March 28, 2023	Reappointed	Incumbent
1 I., 41 - 45D	Sunkyung Shin	March 25, 2020	March 28, 2025	March 28, 2023	New appointment	Incumbent

<sup>&</sup>lt;sup>1</sup> In the "Reason for Change" column, resignation, dismissal, expiration of term, new appointment, and reappointment were recorded.

**B.** As described above, considering the rapidly changing trends in the IT and Internet industries and the internal and external business environment we are facing, Kakao exerts considerable effort in establishing a Board of Directors comprised of competent people with diverse backgrounds, expertise, and responsibilities, so that the Board, the highest decision-making body of the company, can participate in significant decision-making with sufficient competitiveness and responsibility. By making these efforts, our Board of Directors currently consists of two inside directors, a non-executive director who has an understanding of the overall business and has the expertise to increase the company's value continuously, and independent directors with various backgrounds who are experts in finance/accounting, media/advertisement, law, and AI/security.

<sup>\*</sup>The tenure of Beomsu Kim, who was reappointed at the General Shareholders' Meeting on March 25, 2020, was three years from the appointment date, but resigned on March 29, 2022, for personal reasons.

<sup>\*</sup>The tenure of Whon Namkoong, who was reappointed at the General Shareholders' Meeting on March 29, 2022, was two years from the appointment date, but resigned on November 14, 2022, for personal reasons.

<sup>\*</sup>The tenure of Sungsu Kim, who was reappointed at the General Shareholders' Meeting on March 29, 2022, was two years from the appointment date, but resigned on March 28, 2023, for personal reasons.

# (Detailed Rule 4-3) Fairness and independence shall be ensured when recommending and appointing director candidates.

# A. Composition and Activities of the Directors Nominating Committee

The directors who form our Board of Directors are appointed at the General Shareholders' Meeting. Candidates for directors to be selected are recommended at the General Shareholders' Meeting following an in-depth review process by the Board of Directors (inside directors) and the Directors Nominating Committee (independent directors). Currently, the primary roles of the Directors Nominating Committee established within the Board of Directors are to examine the qualifications of candidates for independent directors and recommend them to the General Shareholders' Meeting. They also conduct preexamination and qualification screening of candidates for inside directors as specified in Article 9 of the Regulations of the Directors Nominating Committee.

After the Directors Nominating Committee reviews the qualifications of directors, Kakao only appoints those who meet the qualifications required by the Commercial Act as directors, and each director is appointed only from among those with extensive expertise and experience in the relevant field. In addition, the company prepares and closely checks internal review standards to ensure that no one responsible for damage to corporate value or infringement of shareholder rights and interests is appointed as a director. The Directors Nominating Committee reviewed the inside director candidates in 2022, deliberated on their appointment and reappointment in February 2023, and proposed the agendas for appointing the Director Nominating Committee Chairperson and managing CEO and independent director candidates.

# B. Providing Shareholders with Information About Candidates for Directors

(i) We disclose the major history of each candidate and matters related to the appointment of directors at least four weeks before the date of the General Shareholders' Meeting through the listed items on the meeting agenda in the convocation notice of the General Shareholders' Meeting so that shareholders can thoroughly verify the nominations for the Board of Directors.

(Table 4-③-1) Details of information provision on director candidates at the General Shareholders' Meetings, from the start of the year subject to disclosure to the submission date of disclosure documents

Date of	Date of the	Director	Candidate		
Information Provision	General Shareholders' Meeting	Category	Name	Information Provided	Remark
February 24, 2022 (33 days before the General Shareholders 'Meeting)	March 29, 2022	Inside Director	Whon Namkoong Sungsu Kim Euntaek Hong	Candidate's detailed history and field of expertise     Candidate recommender     Reason for the Candidate's recommendation     Whether arrears, management of insolvent companies, and grounds for disqualification under laws	New appointment
February 22, 2023 (34 days before the	March 28, 2023	Inside Director	Jaehyun Bae	Candidate's detailed history and field of expertise     Candidate recommender     Reason for Candidate's recommendation     Whether arrears, management of insolvent companies, and grounds for disqualification under laws	New appointment
General Shareholders ' Meeting)		Non- executive Director	Shina Chung	Candidate's detailed history and field of expertise     Candidate recommender     Reason for Candidate's recommendation     Whether arrears, management of insolvent companies, and grounds for disqualification under laws	New appointment

	ndependent Director	Seok Yun	Candidate's detailed history and field of expertise	Reappointed
	ndependent Director	Sejung Choi	Candidate recommender     Reason for Candidate's recommendation     Whether arrears, management of insolvent	Reappointed
	ndependent Director	Saerom Park	companies, and grounds for disqualification under laws  5. Job performance plan	Reappointed
	ndependent Director	Sunkyung Shin	6. Confirmation of independence (interest)	New appointment

(ii) Additionally, for reelected directors, including inside directors, we record in detail the background of the appointment and activities of all directors through "1. Matters on the Board of Directors, etc." in our regular report "VI. Matters Related to the Company's Institutions." We support shareholders to ensure they are fully informed regarding the appointment of directors.

In particular, we provide detailed information on the composition of our Board of Directors and the committees, not only by writing this information in the business report but also by writing this information in the "Board" column in the IR menu on our website. For independent directors, we provide the details of the independent directors' activities in the Board of Directors from 2010 to the present, along with the Board's operation regulations. By doing so, we provide shareholders with sufficient time to consider the reappointment of directors through methods other than the regular report.

#### C. Whether to Adopt a Concentrated Voting System

When appointing two or more directors in accordance with Article 24, Paragraph 2 of our Articles of Incorporation, we do not apply the concentrated voting system stipulated in Article 382-2 of the Commercial Act. As of the writing of this document, there has not been a situation in which a minority shareholder presented an opinion during the process of appointing a director. However, to prepare for such a request in the future, we provide information on the online shareholder proposal process on our website (<a href="https://www.kakaocorp.com/ir/shareholderProposal">https://www.kakaocorp.com/ir/shareholderProposal</a>), collect shareholders' opinions during the General Shareholders' Meeting, and operate communication channels, such as our main telephone line, to hear and incorporate various ideas from small shareholders.

**D.** As described above, the directors constituting our Board are appointed at the General Shareholders' Meeting to ensure fairness and independence in recommending and selecting candidates by the Board. After an in-depth review process by the Board of Directors (inside directors) and the Directors Nominating Committee (independent directors), only those who have no legal reason for disqualification, possess diverse perspectives, expertise, and responsibilities, and have sufficient qualifications to become a member of the Board of Directors are selected and recommended to the General Shareholders' Meeting. As of December 31, 2022, our Directors Nominating Committee consisted of two independent directors and one inside director, meaning the ratio of independent directors was 67%.

In addition, to enable shareholders to verify the candidates for directors fully, we disclose the significant history of each candidate and matters related to the appointment of directors at least four weeks before the General Shareholders' Meeting through the convocation announcement of the meeting. We also disclose the composition of the Board of Directors, the current status of committees, and details of activities along with the Board's operation regulations in detail through the regular report published every quarter and through our website.

# (Detailed Rule 4-4) A person responsible for damage to corporate value or infringement of shareholder rights and interests shall not be appointed as an executive.

# A. Current Status of Executives

To support rapid decision-making based on the independence of each business area along with the registered executive system, we are currently operating an unregistered executive system. As of the submission date of this Report, we have 7 registered executives and 17 unregistered executives.

(Table 4-4)-1) Current status of executives as of the submission date of this Report (including unregistered executives)

(Base Date: Submission Date of this Report)

Name	Gender	Position	Registered Director?	Full-/Part-time	Responsibilities
Euntaek Hong	Male	Inside Director	Yes	Full-time	CEO
Jaehyun Bae	Male	Inside Director	Yes	Full-time	Community Investment
Shina Chung	Female	Non-executive Director	Yes	Part-time	Management Consulting
Seok Yun	Male	Independent Director and Audit Committee member	Yes	Part-time	Board of Directors Chairperson, Audit Committee Chairperson, Compensation Committee Member
Sejung Choi	Female	Independent Director and Audit Committee member	Yes	Part-time	Director Nominating Committee Chairperson, ESG Committee Chairperson, Audit Committee Member
Sunkyung Shin	Female	Independent Director and Audit Committee member	Yes	Part-time	Compensation Committee Chairperson, Director Nominating Committee Member, Audit Committee Member
Saerom Park	Female	Independent Director	Yes	Part-time	ESG Committee Member, Compensation Committee Member
Hyungseok Kang	Male	Unregistered executive	-	Full-time	Head of the Design Division
Wuchan Ko	Male	Unregistered executive		Full-time	Head of the Infrastructure Division
Daeyeol Kwon	Male	Unregistered executive	-	Full-time	Head of the Policy Center
Mijin Kwon	Female	Unregistered executive	-	Full-time	Head of the Link Department
Kihong Kim	Male	Unregistered executive	-	Full-time	Head of the Finance Group
Yeonji Kim	Female	Unregistered executive	-	Full-time	Chief Privacy Officer
Kiwoong Nam	Male	Unregistered executive	-	Full-time	Head of the Community Personnel Support Office
Minkyun Shin	Male	Unregistered executive	-	Full-time	Strategic Planning Group Leader
Zooil Yang	Male	Unregistered executive	-	Full-time	Head of the KakaoTalk Division
Hocheul Yang	Male	Unregistered executive	-	Full-time	Commerce Company in Company (CIC) CEO
Jongwon Lee	Male	Unregistered executive	-	Full-time	Head of the Advertising Division
Chaeyoung Lee	Male	Unregistered executive	-	Full-time	Head of the Technology Division

Hyojin Lee	Female	Unregistered executive	-	Full-time	Commerce CIC CEO
Heekook Lee	Male	Unregistered executive	-	Full-time	Chief Data Protection Officer
Hansang Cho	Male	Unregistered executive	-	Full-time	Head of the Management Support Group and Crew Support Group
Sungchul Hong	Male	Unregistered executive	-	Full-time	Head of the Communication Division
Yooji Hwang	Female	Unregistered executive	-	Full-time	Daum CIC CEO

**B.** In reviewing the qualifications of directors and appointing registered executives, including recommending independent directors, our Directors Nominating Committee nominates only those who meet the qualifications of directors required by the Commercial Act, and each director is appointed only from among those with extensive expertise and experience in the relevant field. In addition, the committee prepares criteria for the review and recommendation of director candidates through Article 9-2 of the Regulations of the Directors Nominating Committee to ensure that no one responsible for damage to corporate value or infringement of shareholder rights and interests is appointed as a director. Moreover, according to the candidate selection criteria consisting of 21 detailed items, including relevant laws such as Article 382, Paragraph 3 and Article 542-8, Paragraph 2 of the Commercial Act, and recommendations on the appointment of independent directors related to corporate governance, the committee thoroughly assesses all director candidates.

In addition, when directors are appointed, all independent directors must fill out a letter of confirmation of qualifications for independent directors and submit the status of their tenure of office and stock holdings of other companies in writing. By doing so, the committee receives written confirmation of any interest or the independent directors' responsibility in this regard. Through these procedures, we prevent the appointment of executives by those responsible for damage to corporate value or infringement of shareholder rights and interests.

**C.** There have been no previous cases in which a person who has ever been convicted of embezzlement, breach of trust, or an unfair transaction under the Financial Investment Services and Capital Markets Act has been appointed as an executive.

#### D. Whether to Introduce an Executive Officer System

Currently, we do not use an executive officer system. In the executive officer system, the Board of Directors delegates business-related decision-making and execution authority to executive officers, and the Board of Directors only plays the role of supervising the decisions and execution of executive officers. Therefore, as shareholders are only involved in the attribution of business supervision rights, we have not introduced this system because of the concern that it may weaken shareholder rights. Instead of adopting the executive officer system, we comprehensively exercise important decision-making, supervision, and execution authority through the Board of Directors and the Representative Director.

# (Key Rule 5) Responsibilities of an Independent Director

An independent director shall be able to participate in important corporate management policy decisions independently and, as a member of the Board of Directors, be able to supervise and support the management.

(Detailed Rule 5-1) An independent director shall not have a material interest in the company, and the company shall check whether or not there is an interest in the company at the appointment stage.

# A. Independence of Independent Directors

(i) Independent directors are appointed from among candidates recommended by the Directors Nominating Committee pursuant to Article 542-8 of the Commercial Act. By carefully assessing candidates for independent directors to be appointed at the General Shareholders' Meeting, the Directors Nominating Committee selects and recommends candidates with no interests and who possess both independence and expertise at the selection stage. Appointed independent directors independently participate in major decision-making and responsibly supervise and support the management. In addition, none of our independent directors has a material interest in our company. When independent directors are appointed, they must fill out a letter of confirmation of qualifications for independent directors and submit the status of tenure of office and stock holdings of other companies in writing.

As of the submission date of this Report, our independent directors have no previous experience with the Company, including past affiliates, and the relationship between the current independent directors and their companies and affiliates is as follows.

(Table 5-①-1) Relationship between the current independent directors and the companies and its affiliates, as of the submission date of this Report

Name	Content of independent director's past service at Kakao or an affiliate			or (or a company in lent director is the er) and Kakao or	Transaction history between the company where an independent director is serving as an executive and employee and Kakao or affiliates	
	Kakao	Kakao's affiliate	Kakao	Kakao's affiliate	Kakao	Kakao's affiliate
Seok Yun	None	None	None	None	None	None
Sejung Choi	None	None	None	None	None	None
Sunkyung Shin	None	None	None	None	None	None
Saerom Park	None	None	None	None	None	None

- (ii) In the past three years, there has been no history of transactions by our independent directors or the company in which the independent director is the largest shareholder, with Kakao or an affiliate.
- (iii) In the past three business years, there also has been no history of transactions between Kakao or Kakao's affiliates and the companies in which our independent directors serve as executives or employees.
- (iv) When the Directors Nominating Committee in the Board of Directors recommends candidates for independent directors, we prepare internal review standards to review the overall interests of independent directors and Kakao. In addition, the committee prepares criteria for reviewing and recommending director candidates through Article 9-2 of the Regulations of the Directors Nominating Committee. The relevant internal review standards consist of 21 detailed items, including relevant laws such as Article 382 Paragraph 3 and Article 542-8 Paragraph 2 of the Commercial Act and recommendations on the

appointment of independent directors related to corporate governance. In addition, when directors are appointed, all independent directors must fill out documents confirming their understanding and compliance with our independent director qualifications and submit data on other corporate positions they are currently holding outside Kakao, including their stock ownership in writing. Thus, they also receive confirmation in writing of any interest or responsibility in this regard.

**B.** As of the submission date of this Report, no independent director serving on our Board of Directors has served for more than six years (nine years if tenure at an affiliate is included). The tenure of each independent director currently serving in Kakao is as follows.

(Table 5-①-2) Tenure of each independent director in office as of the submission date of this Report and reasons for a long-term tenure exceeding six years

		Kakao	Kakao and its Affiliates		
Name	Tenure (Period of Employment)	If it is longer than 6 years, the reason	Tenure (Period of Employment)	If it is longer than 9 years, the reason	
Seok Yun	3 years and 2 months	-	3 years and 2 months	-	
Sejung Choi	3 years and 2 months	-	3 years and 2 months	-	
Sunkyung Shin	2 months	-	2 months	-	
Saerom Park	3 years and 2 months	-	3 years and 2 months	-	

As of January 12, 2021, "Article 5-2. Regulations on Independent Directors' Tenures" of the Regulation of the Board of Directors were newly established. Accordingly, we stipulated that an independent director cannot hold office for more than six years. Furthermore, we stipulated that the total tenure as an independent director at Kakao and its affiliated companies cannot exceed nine years.

C. Therefore, to ensure that independent directors can independently participate in decision-making on important corporate management policies and faithfully fulfill their obligation to supervise the management as a member of the Board of Directors when reviewing the qualifications of directors and appointing registered executives including recommending independent directors, our Directors Nominating Committee nominates only those who meet the qualifications required by the Commercial Act as directors, and each director is appointed only from among those with extensive expertise and experience in the relevant field. In addition, the company prepares and closely reviews internal review standards to ensure that no one responsible for damage to corporate value or infringement of shareholder rights and interests is appointed as a director.

Currently, none of our four independent directors have a material interest in our company. They have never been employed at Kakao and have no history of transactions with Kakao or its affiliates.

(Detailed Rule 5-2) Independent directors shall invest sufficient time and effort to perform their duties faithfully.

# A. Execution of Independent Directors' Duties

(i) As per Article 34, Paragraph 5, Item 3 of the Enforcement Decree of the Commercial Act, our independent directors can hold concurrent positions in up to two companies, including Kakao. However, we stipulate that directors must invest sufficient time and effort to perform their duties by setting the matters related to "directors concurrently serving as an executive of

another company" as a matter of resolution of the Board of Directors in accordance with Article 10 of the Regulation of the Board of Directors, and by restricting our independent directors from concurrently serving with other companies without prior approval from the Board of Directors.

(ii) The current status of concurrent positions of independent directors as of the submission date of this Report is as follows.

(Table 5-2)-1) Current status of concurrent positions of independent directors as of the submission date of this Report

Name (Audit	Date	End of		Concurrent Positions				
Committee Member)	Appointed	Term	Current Job	Organization	Position	Period of Employment	Listed on the Stock Market	
Seok Yun (Audit Committee Member)	March 25, 2020	March 28, 2025	CEO, YOON&CO.	YOON&CO.	CEO	January 2020	Not applicable	
Sejung Choi (Audit Committee Member)	March 25, 2020	March 28, 2025	Professor, Department of Media, Korea University	GIIR	Independent Director	March 19, 2021 - Present	Listed (securities)	
Sunkyung Shin (Audit Committee Member)	March 28, 2023	March 29, 2025	Attorney, LIWU Law Group	Independent director of GIIR Corporation	Independent Director	August 1, 2016  – Present	Not applicable	
Saerom Park	March 25, 2020	March 29, 2025	Assistant Professor, Department of Industrial Engineering, UNIST	Not applicable	Not applicable	March 1, 2023  – Present	Not applicable	

**B.** We restrict our independent directors from concurrently serving with other companies without prior approval from the Board of Directors by setting matters related to "directors concurrently serving as an executive of another company" as a matter of resolution of the Board of Directors in accordance with Article 10 of the Regulation of the Board of Directors. Currently, our independent directors are performing their duties with sufficient time and effort.

(Detailed Rule 5-③) The company shall provide sufficient information and resources necessary for its independent directors to perform their duties.

# A. Execution of Independent Directors' Duties

- (i) For independent directors to perform their duties smoothly, we actively provide the necessary information and resources regularly and irregularly. In addition, Article 9 of the Regulation of the Board of Directors stipulates that, if necessary, independent directors can receive support from external experts at the company's expense. Moreover, we send all agenda details and related materials at least three days before each Board and committee meeting, including major management information, such as agenda items for the Board of Directors and the committees, and provide support so that the independent directors may fully review the agenda in advance.
- (ii) To handle all affairs of the Board of Directors, our Board has one Secretary in accordance with Article 15 of the Regulation of the Board of Directors. The department head in charge of the work of the Board of Directors serves as the

Secretary. In addition, by operating a separate supporting organization under the Board of Directors, we support independent directors so they can perform their professional duties on the Board and the committees therein. Furthermore, for critical management information, meetings with relevant organizations at the directors' request are encouraged at any time so that the Board of Directors can understand pending issues.

Current status of organizations supporting our independent directors

[Base Date: December 31, 2022]

Department (Team) Name	No. of Employees (People)	Position	Tenure (Period of Employment)	Main Activities
		Head of Finance Planning Office	5 months	- Operation of the Board of Directors and committees
Finance Planning Division	2	Finance Planning Team Member	4 months	<ul> <li>Review and propose agendas to discuss/report at the Board of Directors and committee meetings</li> <li>Prepare and maintain the minutes for meetings of the Board of Directors and committees</li> <li>General management of business support for independent directors</li> </ul>

<sup>\*</sup>The above years of service (tenure) represent numbers as of the base date; there have been no changes to their responsible support organizations as of the report submission date.

(iii) From the start of the business year immediately preceding the period subject to disclosure to the submission date of this Report, apart from the Board meetings, there were no regular or special meetings in which only independent directors participated. However, when necessary, from time to time, we encourage a free and objective exchange of opinions by encouraging meetings of only independent directors, from which management is excluded. In addition, our independent directors recorded 100% attendance at Board meetings in 2022 and are performing their duties faithfully.

(Table 5-3-1) Meetings held only by independent directors, from the start of the year subject to disclosure to the submission

#### date of disclosure documents

No.	Regular/Special	Date Held	Attendance of Independent Directors / All Independent Directors	Meeting Details	Remarks
_	_		_	_	_
_	ı	-	_		_

<sup>\*</sup>No meetings were held by independent directors during the aforementioned period.

**B.** By establishing separate support organizations under the Board of Directors described above, we support independent directors in performing their professional duties on the Board of Directors and the committees under the Board following the related regulations and provide sufficient information and resources necessary for performing their duties. In addition, for directors to broaden their understanding of the company and make rational decisions, we encourage meetings with related organizations at any time upon request from the directors so that they can understand the pending issues in detail.

# (Key Rule 6) Evaluation of Independent Directors' Activities

To encourage independent directors to perform their duties actively, their activities shall be evaluated fairly, and remuneration and reappointment decisions shall be made based on the results.

(Detailed Rule 6-①) Evaluation of independent directors shall be based on individual performance, and the evaluation results shall be reflected in the reappointment decision.

# A. Evaluation of Independent Directors

- (i) In 2021, the company built an evaluation system for the Board of Directors and its committees and has been instituting annual self-evaluations of their activities. The assessment items consist of "Assessment of the operational efficiency evaluation of the Board of Directors" and "Assessment of each committee's activities." In December 2022, the company established a self-evaluation process for independent directors and instituted self-evaluation along with the Board of Directors and committee evaluations.
- (ii) The Board of Directors was found to be operating at high efficiency. The committees were also found to be operating at an excellent level. Furthermore, independent directors received high ratings in the self-evaluation. The Compensation Committee analyzed the evaluation results to provide mutual feedback on the performance of the Board of Directors and committees and later reported to the Board. The feedback will be incorporated into the improvement activities to promote efficient operation.

(Detailed Rule 6-②) Remuneration for independent directors shall be determined at an appropriate level considering the evaluation results and the responsibilities and risks of performing their duties.

#### A. Remuneration for Independent Directors

(i) The remuneration limit for our directors is determined by a resolution of the General Shareholders' Meeting in accordance with Article 388 of the Commercial Act and Article 28 of our Articles of Incorporation. Directors' remuneration is executed within the approved limits at the General Shareholders' Meeting, transparently disclosed through regular reports, etc. However, we make it a rule not to link the evaluation of independent directors with compensation, as we consider that linking the evaluation of independent directors with their compensation may impair their independence.

The remuneration of independent directors is included in the remuneration limit for directors approved at the General Shareholders' Meeting. This remuneration is paid in consideration of the work for which they are in charge, the company's business environment, and business performance. The remuneration payment criteria and calculation methods follow the regulations of the Compensation Committee in the Board of Directors.

(ii) Currently, we do not pay any additional remuneration other than the basic remuneration for independent directors, including bonuses and stock options. The limits of remuneration for executives approved at the General Shareholders' Meeting within the year subject to disclosure and the total amount of remuneration for independent directors actually paid are as follows.

Remuneration limits for executives approved at the General Shareholders' Meeting

(Unit: KRW 1 million)

Category	Number of Persons	Amount Approved by the General Shareholders' Meeting
Registered executive	7	12,000

#### Remuneration of executives during the business year subject to disclosure

(Unit: KRW million)

Category	Number of Persons	Total Remuneration	Average Remuneration per Person
Registered Director (Excluding Independent Directors and Audit Committee Members)	3	7,570	2,595
Independent Director (Excluding Audit Committee Members)	1	48	48
Audit Committee Member	3	144	48
Auditor	_	_	_

<sup>\*</sup>The above total remuneration includes allowances such as bonuses in addition to salaries directly paid by the company. It also reflects the cumulative amount paid to inside directors, independent directors, and Audit Committee members who were reappointed or resigned from the starting date of the business year when the disclosure preparation reference date arrives to the disclosure preparation reference date.

**B.** The remuneration of our independent directors is included in the remuneration limit for directors approved at the General Shareholders' Meeting. This remuneration is paid in consideration of the work for which they are in charge, the company's business environment, and business performance. The remuneration payment criteria and calculation methods follow the regulations of the Compensation Committee in the Board of Directors. Based on the responsibilities and risks of job performance, time invested, and average remuneration of independent directors in the same industry, the current remuneration of our independent directors is judged to be at an appropriate level.

<sup>\*</sup>The average remuneration per person was calculated by dividing the total remuneration by the average number of persons.

(Key Rule 7) Operating the Board of Directors

The Board of Directors shall be operated efficiently and rationally to determine the best management decision for the benefit of the company and its shareholders.

(Detailed Rule 7-①) As a rule, the Board of Directors shall be held regularly, and the Board's operation regulations that specifically stipulate the authority, responsibilities, and operating procedures of the Board shall be prepared.

#### A. Operating the Board of Directors and Convocation of Board Meetings

(i) To provide a more prompt and more flexible decision-making environment that is appropriate given the rapidly changing nature of the IT business environment, until 2019, Kakao operated the Board of Directors without specifying separate related regulations regarding the regular/extraordinary holding period in our Articles of Incorporation and the Regulation of the Board of Directors. However, to help Board members perform their duties more efficiently, we newly enacted Article 6 of the Regulation of the Board of Directors through a resolution of the Board of Directors on February 25, 2020. Regular Board meetings are held by setting a quarterly meeting schedule, and other extraordinary Board meetings are held as necessary.

In accordance with Article 30 of our Articles of Incorporation, our Board meetings are convened by the person who has the right to convene Board meetings. A notice is sent to each director at least three days before the Board meeting date, detailing the agenda and items. However, according to Article 8 of the Regulation of the Board of Directors, a meeting may be held at any time with the consent of all directors. If it is deemed necessary for the business performance, any director, by stating the agenda and reasons, may request the convention of a Board meeting by the person authorized to convene it. If the person authorized to convene refuses to convene the Board meeting without justifiable reasons, the director concerned may convene the Board meeting directly.

In accordance with Article 32 of our Articles of Incorporation and Article 9 of the Regulation of the Board of Directors, except as otherwise provided in the relevant laws and regulations, the Board of Directors can pass a resolution with the attendance of a majority of directors, and the votes of a majority of the directors present at the Board meeting. According to Article 391 of the Commercial Act, all directors may also make a decision using a remote communication method that transmits and receives voices simultaneously, allowing all or some of the directors not to attend the meeting in person. Directors who participate in meetings this way shall be deemed to have attended the Board meeting directly. In accordance with Article 9 of the Regulation of the Board of Directors, directors with a special interest in an agenda item are restricted from exercising their voting rights on that particular item, systematically blocking possible conflicts of interest.

Regarding the proceedings of the Board of Directors, the main contents of the agenda's progress, the results, the objectors, and reasons for objections are recorded in the minutes. All directors present must write their names and sign the minutes, then the minutes are distributed to all directors to clarify the decision-making results. The contents of the Board meeting, the attendance rate of directors, and whether or not the agenda item passed are the same as the contents of the Board meeting status below. Further details are regularly disclosed through the business report, quarterly and semiannual reports on the electronic disclosure system of the Financial Supervisory Service.

- (ii) From the start of the year, subject to disclosure to the submission date of disclosure documents, we held a total of 21 Board meetings. We record and preserve all major discussions and resolutions on each agenda item in writing and, if necessary, describe them in detail and with clarity for each director. From the start of the year, subject to disclosure to the present, the attendance rate of Board members was 98.7%, allowing practical deliberation and resolution on agenda items.
- (iii) Kakao notifies directors of the gathering of the Board meeting with sufficient time so that the directors can fully understand and review the agenda before the meeting. As of the submission date of this Report, the company sends a notice detailing the Board meeting date and all agenda items to each director no later than three days before the Board meeting, in accordance with Article 30 of the Articles of Incorporation and Article 8 of the Regulations of the Board of Directors.

(Table 7-①-1) History of Board meetings, from the start of the year subject to disclosure to the submission date of disclosure documents

[History of Board Meetings for 2023]

2023		Agenda	Passed	Regular/	Date	Date of Notice of	Attended/
No.	Category	Details	or Not	Special	Held	Agenda	Total
		Approval of the limit on the total amount of transactions with specially related parties (Kakao Entertainment)	Passed				
1	Resolution	Approval of the limit on the total amount of transactions with specially related parties (Kakao Impact)	Passed	Regular	January 19, 2023	January 13, 2023	5/6
		Approval of the limit on the total amount of transactions with specially related parties (Kakao Pay, Kakao Games)	Passed		2023		
		Disposal of treasury shares to pay employee incentives	Passed				
		Approval of the financial statement and business report for 2022 (28th)	Passed				
2	Resolution	Disposal of treasury shares to pay employee incentives	Passed	Regular	February 9, 2023	February 3, 2023	6/6
	110001001	3. Cancellation of the granting of stock. options	Passed				
		4. Change of risk manager	Passed				
		Approval of the convening of a regular general meeting of shareholders	Passed				
	Resolution	Approval of the purpose of a regular general meeting of shareholders	Passed				
	Resolution	Approval of pay raise for independent directors	Passed				6/6
3		4. Approval of transactions with specially related persons (Kakao Bank)	Passed	Regular	February 22, 2023	February 17, 2023	
	Report Item	Report of 2022 internal accounting management operation status	Report				
		2. Report of 2022 evaluation of internal accounting management operation status	Report				
		3. Report of 2022 Board of Directors and committee evaluations	Report				
4	Resolution	Revision to the agendas proposed to the     28th Regular Meeting of Shareholders	Passed	Temporar	March 3,	March 2,	6/6
•	Resolution	Approving transactions with specially related persons (Kakao Impact)	Passed	У	2023	2022	0,0
_	D 1.	1. Takeover	Passed	Temporar	March 6,	March 6,	616
5	Resolution	Approval of the execution of a takeover handling contract	Passed	y	2023	2023	6/6
		Appointment of the Board of Directors     Chairperson (Independent Director Seok Yun)	Passed				
	D 11	Appointment of Board of Directors committee members	Passed		March 30,	March 24,	7/7
6	Resolution	3. Disposal of treasury shares to pay employee incentives	Passed	Regular	2023	2023	7/7
		4. Approval of safety and health plans	Passed				
		5. Approval of transactions with specially related persons (Seoul Arena)	Passed				

	Report Item	Revision of the internal accounting management regulation	Report				
7	Resolution	Approval of concurrent employment of directors at other companies	Passed	Regular	April 13, 2023	April 7, 2023	7/7
		Delisting of global depository receipts     (GDR)	Passed				
		Approval of Kakao Ventures capital increase	Passed				
		3. Establishment of Kakao Co-Pilot No. 2 Fund and approval of investment	Passed				
	Resolution	4. Approval of the limit on the total amount of transactions with specially related parties (Kakao Ventures)	Passed				
		Approval of the limit on the total amount of transactions with specially related parties (Kakao Piccoma)	Passed				
8		6. Approval of transactions with specially related persons (Kakao Impact)	Passed	Regular	May 11, 2023	May 4, 2023	7/7
		7. Disposal of treasury shares to pay employee incentives	Passed				
		8. Cancellation of the granting of stock options	Passed				
		Revision to the Board of Directors and committee regulations	Passed				
		1. Reporting of anti–money laundering (AML) work in 2022	Report	-			
	Report Item	2. Reporting of independent audit results in 2022	Report				
		3. Reporting of the results of independent audit improvement in 2021	Report				

# [History of Board Meetings for 2022]

No. (for		Agenda	Passed or	Regular	Date Held	Date of Notice of	Attended/	
2022)	Category	Details	Not	/Special	Date Heiu	Agenda	Total	
		Approval of the business performance report for 2021 4Q and annual financial statements	Passed					
		Kakao's mid- to long-term shareholder return policy (plan)	Passed		February 10, 2022	February 4, 2022		
		3. Cash dividend (plan)	Passed				7/7	
1	Resolutions	4. Participation in Kakao G capital increase	Passed	Regular				
		5. Disposal of treasury shares to pay employee incentives	Passed					
		6. Cancellation of the granting of stock options	Passed					
		7. Approval of safety and health plans	Passed					
	Report Item	tem 8. Regular Board meeting for 2022 (plan)						
		Approval of the convening of a regular general meeting of shareholders	Passed					
		2. Approval of the purpose of the regular general meeting of shareholders	Passed		February 24,	February 18,		
2	Resolutions	3. Enactment of risk management regulations	Passed Regular Passed		r 2022	2022	7/7	
		Revision of Board and Committee     Regulations and Corporate Governance     Charter						

		5. Disposal of treasury shares to pay	Daggad				
		employee incentives  6. Case of additional appointment of a	Passed	-			
		compliance officer	Passed				
		7. Enactment of regulations prohibiting the sale of stocks by executives	Passed				
		8. Approval of CEO succession plan	Passed				
		Report on the operating status of the internal accounting control system in 2021	Reported				
	Report items	Report on the evaluation of the operation status of the internal accounting control system in 2021	Reported				
		3. Report on the evaluation of the Board of Directors and Committees in 2021	Reported				
3	Resolution	Addition of agenda to the 27th Regular General Shareholders' Meeting	Passed	Special	March 14, 2022	March 11, 2022	7/7
		Election of the Board of Directors     Chairperson	Passed				
		Appointment of the Representative Director	Passed				
4	D 1.4	3. Appointment of risk management officer	Passed	D -1	March 29,	March 23,	7/7
4	Resolutions	4. Election of committee members within the Board of Directors	Passed	Regular	2022	2022	777
		5. Concurrent positions of directors as executives of other companies	Passed				
		6. Disposal of treasury shares to pay employee incentives	Passed	-			
		Participation in Kakao Healthcare's capital increase	Passed				
5	Resolutions	Participation in Kakao Brain capital increase	Passed	Regular	April 21,	April 15,	7/7
	1100014010110	3. Changes to the stock option contract	Passed	8	2022	2022	
		4. Approval of transactions with specially related persons	Passed				
		Participation in Kakao Enterprise's capital increase					
		Signing of a rental contract with Kakao Ventures					
	Resolutions	3. Approving transactions with specially related persons	Passed	D 1	May 12,	May 09,	7/7
6		4. Disposal of treasury shares to pay employee incentives		Regular	2022	2022	7/7
		5. Cancellation of the granting of stock	•				
	Report Item	options  1. Report on business performance in the first quarter of 2022	Reported	-			
7	Resolution	Appointment of CEO (Inside Director Euntaek Hong)	Passed				
		Approval of transactions with specially related persons	Passed	1			
		Approval of transactions with specially related persons	Passed	1			
		Disposal of treasury shares to pay employee incentives	Passed	Regular	July 14, 2022	July 8, 2022	7/7
		5. Approval of branch relocation	Passed		2022	2022	
	Report Item	Reporting of the execution of a revised     Kakao community shared growth     agreement	Report				
		Reporting of AML work in 2021 and independent audit reporting	Report				

		3. Reporting of the appointment of personnel responsible for AML reporting	Report				
8	Resolution	1. Execution of Kakao Impact donations	Passed				
		Approval of transactions with specially related persons (Kakao Impact)	Passed				
		3. Approval of transactions with specially related persons (Kakao Entertainment)	Passed	Regular	August 11, 2022	August 5, 2022	7/7
		Cancellation of the granting of stack options	Passed				
		5. Approval of compliance officer dismissal	Passed				
9	Resolution	Disposal of treasury shares to pay employee incentives	Passed	Regular	September 15,	September 8,	7/7
		Approval of transactions with specially related persons (Kakao Impact)	Passed	Rogulai	2022	2022	7, 7
10	Resolution	1. Disposal of treasury shares to pay employee incentives	Passed		0.41 12	October 7, 2022	
	B I	2. Approval of transactions with specially related persons (Kakao Entertainment)	Passed	Regular	October 13, 2022		6/7
	Report Item	Reporting of early redemption of overseas exchange bonds	Report				
11	11 Resolution	Approval of in-kind investment contract and new share subscription     -1-1. Approval of in-kind investment contract for nonlisted shares and new share subscription     -1-2 Approval of in-kind investment. contract for listed shares and new share subscription	Passed				
		2. Disposal of treasury shares to pay employee incentives	Passed	Regular	November 10, 2022	November 4, 2022	7/7
		3. Cancellation of the granting of stock options	Passed				
		4. Termination of Kakao TV business transfer contract	Passed				
		5. Approval of transactions with specially related persons (Kakao Entertainment)	Passed				
		6. Approval of transactions with specially related persons (Kakao Enterprise)	Passed				
12	Resolution	Kakao Enterprise loan provision	Passed				
		2. Kakao Space paid-in capital increase	Passed				
		3. Follow-up approval of investment in- kind to Kakao Investment	Passed				
		4. Approval of debt release for Lock & All liquidation	Passed				
		5. Disposal of treasury shares to pay employee incentives	Passed	Regular	December 15, 2022	December 9, 2022	6/6
		6. Approval of transactions with specially related persons (Kakao Entertainment)	Passed		2022	2022	
		7. Approval of transactions with specially related persons (Kakao Impact)	Passed				
	Report Item	Reporting of compliance activities by a compliance officer	Report				
		Establishment of a self-evaluation process for independent directors	Report				
13	Resolution	Approval of support and compensation for the data center fire	Passed	Special	December 28, 2022	December 23, 2022	6/6

**B.** In accordance with Article 6 of the Regulation of the Board of Directors, our Board of Directors holds regular Board meetings by setting a quarterly meeting schedule, and other extraordinary Board meetings are held throughout the year as

needed. From the start of the year, subject to disclosure to the submission date of disclosure documents, we held a total of 21 Board meetings. By holding the Board of Directors regularly, Kakao will continue to work to ensure that our Board can make the best management decisions for the benefit of the company and its shareholders. In addition, we have prepared the Regulations for the operation of the Board of Directors. Considering this, on an annual basis, we continuously address policy deficiencies in items such as the Regulation of the Board of Directors and committee regulations that regulate the authority, responsibility, and operating procedures of the Board of Directors, making improvements by reflecting the requirements of external corporate governance evaluation. In doing so, we increase the efficiency and rationality of our Board of Directors.

(Detailed Rule 7-②) The Board of Directors shall prepare the minutes of each meeting in detail and disclose the details of activities, such as the Board meeting attendance rates of individual directors and whether or not they disagree with agenda items.

#### A. The Board Minutes

Regarding the proceedings of our Board of Directors, the main contents of the agenda's progress, the results, the objectors, and reasons for the objections are recorded in the minutes. All directors present must write their names and sign the minutes. If necessary, we also record and preserve depositions.

## **B.** Attendance History of Individual Directors

In addition, the contents of each Board meeting, the attendance rate of directors, and votes in favor or against each agenda item are disclosed through the regular report. Regarding the main discussions and resolutions, we currently keep detailed records of individual directors in separate minutes in addition to the Board minutes. The details of Board meeting attendance of individual directors who have served or are currently serving from the start of the year subject to disclosure to the submission date of disclosure documents, the attendance rate, and the approval rate of individual directors who have served for the last three years are as follows.

(Table 7-②-1) Details of Board meeting attendance of individual directors, from the start of the year subject to disclosure to the submission date of disclosure documents

[Details of Individual Directors' Attendance in 2023]

	No.	1	2	3	4	5	
Category	Date Held	January 19, 2023	February 29, 2023	February 22, 2023	March 3, 2023	March 6, 2023	Remark
Inside	Sungsu Kim	Present	Present	Present	Present	Present	
Director	Euntaek Hong	Present	Present	Present	Present	Present	
	Kyujin Cho	Present	Present	Present	Present	Present	
Independent	Seok Yun	Present	Present	Present	Present	Present	
Director	Sejung Choi	Not present	Present	Present	Present	Present	
	Saerom Park	Present	Present	Present	Present	Present	
Cotogowy	No.	6	7	8	Remark		
Category	Date Held	March 30, 2023	April 13, 2023	May 11, 2023	Kemark		
Inside Director	Sungsu Kim	Not applicable	Not applicable	Not applicable	Resigned from the 6th meeting		

	Euntaek Hong	Present	Present	Present		
	Jaehyun Bae	Present	Present	Present	Appointed from the 6th meeting	
Non-executive Director	Shina Chung	Present	Present	Present	Appointed from the 6th meeting	
	Kyujin Cho	Present	Present	Present	Resigned from the 6th meeting	
T 1 1 4	Seok Yun	Present	Present	Present		
Independent Director	Sejung Choi	Present	Present	Present		
Director	Saerom Park	Present	Present	Present		
	Sunkyung Shin	Present	Present	Present	Appointed from the 6th meeting	

# [Details of Individual Directors' Attendance in 2022]

	No.	1	2	3	4	5	
Category	Date Held	February 10, 2022	February 24, 2022	March 14, 2022	March 29, 2022	April 1, 2022	Remark
	Beomsu Kim	Present	Present	Present	Not applicable	Not applicable	4 Resigned
	Minsoo Yeo	Present	Present	Present	Not applicable	Not applicable	Resigned from the 4th meeting
Inside	Sooyong Cho	Present	Present	Present	Not applicable	Not applicable	Resigned from the 4th meeting
Director	Sungsu Kim	Not applicable	Not applicable	Not applicable	Present	Present	Appointed from the 4th meeting
	Whon Namkoong	Not applicable	Not applicable	Not applicable	Present	Present	Appointed from the 4th meeting
	Euntaek Hong	Not applicable	Not applicable	Not applicable	Present	Present	Appointed from the 4th meeting
	Kyujin Cho	Present	Present	Present	Present	Present	
Independent	Seok Yun	Present	Present	Present	Present	Present	
Director	Sejung Choi	Present	Present	Present	Present	Present	
	Saerom Park	Present	Present	Present	Present	Present	
	No.	6	7	8	9	10	
Category	Date Held	May 12, 2022	July 14, 2022	August 11, 2022	September 15, 2022	October 13, 2022	Remark
	Beomsu Kim	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	
	Minsoo Yeo	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	
Inside	Sooyong Cho	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	
Director	Sungsu Kim	Present	Present	Present	Present	Present	
	Whon Namkoong	Present	Present	Present	Present	Not present	
	Euntaek Hong	Present	Present	Present	Present	Present	
	Kyujin Cho	Present	Present	Present	Present	Present	
Independent	Seok Yun	Present	Present	Present	Present	Present	
Director	Sejung Choi	Present	Present	Present	Present	Present	
	Saerom Park	Present	Present	Present	Present	Present	
	No.	11	12	13			
Category	Date Held	November 10, 2022	December 15, 2022	December 28, 2022	Remark		
	Beomsu Kim	Not applicable	Not applicable	Not applicable			
Inside	Minsoo Yeo	Not applicable	Not applicable	Not applicable			
Director	Sooyong Cho	Not applicable	Not applicable	Not applicable			
	Sungsu Kim	Present	Present	Present			

	Whon Namkoong	Present	Not applicable	Not applicable	Resigned from the 12th meeting	
	Euntaek Hong	Present	Present	Present		
	Kyujin Cho	Present	Present	Present		
Independent	Seok Yun	Present	Present	Present		
Director	Sejung Choi	Present	Present	Present		
	Saerom Park	Present	Present	Present		

(Table 7-2)-2) Attendance rate and approval rate of individual directors who have served for the last three business years

			Att	endance I	Rate (%)		A <sub>l</sub>	proval R	ate (%)	•
Name	Category	Board Tenure	Average	Last 3 years			Average L		ast 3 years	
rvame	Category	Board Tenure	for the last 3 years	2022	2021	2020	for the last 3 years	2022	2021	2020
Beomsu Kim	Inside	October 2007 – March 2022	100%	100%	100%	100%	100%	100%	100%	100%
Minsoo Yeo	Inside	March 2018 – March 2022	100%	100%	100%	100%	100%	100%	100%	100%
Sooyong Cho	Inside	March 2018 – March 2022	100%	100%	100%	100%	100%	100%	100%	100%
Sungsu Kim	Inside	March 2022 – March 2023	100%	100%	-	-	100%	100%	-	-
Whon Namkoong	Inside	March 2022 – November 2022	87.5%	87.5%	-	-	100%	100%	-	-
Euntaek Hong	Inside	March 2022 – Present	100%	100%	-	-	100%	100%	-	-
Minsik Cho	Independ -ent	March 2014 – March 2020	100%	100%	100%	100%	100%	-	100%	100%
Jaehong Choi	Independ -ent	March 2014 – March 2020	100%	100%	100%	100%	100%	-	100%	100%
Yanli Piao	Independ -ent	April 2012 – March 2020	100%	-	-	100%	100%	-	-	100%
Kyujin Cho	Independ -ent	March 2017 – Present	100%	100%	100%	100%	100%	100%	100%	100%
Seok Yun	Independ -ent	March 2020 – Present	100%	100%	100%	100%	100%	100%	100%	100%
Sejung Choi	Independ -ent	March 2020 – Present	100%	100%	100%	100%	100%	100%	100%	100%
Saerom Park	Independ -ent	March 2020 – Present	100%	100%	100%	100%	100%	100%	100%	100%

(Key Rule 8) Committees under the Board of Directors

The Board of Directors shall establish committees that perform specific functions and roles therein for efficient operation.

(Detailed Rule 8-1) Independent directors shall form majorities on all committees under the Board of

Directors, while the Audit Committee and Compensation (Remuneration) Committee shall be fully composed of independent directors.

**A.** As of the submission date of this Report, a total of four specialized committees have been established within the Board of Directors and are in operation. These committees are the Audit Committee, the Compensation Committee, the Directors Nominating Committee, and the ESG Committee. For the efficient operation of each committee, we stipulate the purpose of establishing the committees and their authority and responsibility, composition, etc., in our Articles of Incorporation and the Regulation of the Board of Directors. The current status of the committees' establishment, major roles, and composition are described in Detailed Rule 4-①.

**B.** As of December 2022, all the committees under the Board of Directors included independent directors; notably, the Audit Committee and Compensation Committee were composed entirely of independent directors. As of February 2022, to guarantee the independence of the committees and their free expression of opinions, all the committees are chaired by independent directors.

Composition of the Committees in the Board of Directors (Summary)

[Base Date: End of the year subject to disclosure]

Internal Bodies	Composition (No. of Independent Directors / Number of Members)	Committee Chairperson (Whether they are an inside or independent director)	Major Roles
Audit Committee	3/3 (All)	Seok Yun (Independent Director)	Audits the financial statements, checks and approves audit activities, and selects external auditors
Directors Nominating Committee	2/3 (Majority)	Sejung Choi (Independent Director)	Appoints directors and deliberates on whether to reappoint directors
Compensation Committee	3/3 (All)	Kyujin Cho (Independent Director)	Sets remuneration amounts for directors, executives, and employees
ESG Committee	2/3 (Majority)	Sejung Choi (Independent Director)	Inspects and approves sustainability management strategies and directions and manages and supervises performance and problems

<sup>\*</sup>Independent director Sunkyung Shin was appointed as the Compensation Committee Chairperson after the base date (December 31, 2022).

(Detailed Rule 8-②) The organization, operation, and authority of all committees shall be stipulated in writing, and the committees shall report their resolutions to the Board of Directors.

#### A. Organization, Operation, and Authority of Committees in the Board of Directors

Regarding matters related to the operation of each committee, such as the purpose of establishment, scope of application, composition, organization, and authority of each, we have stipulated the Regulations of the Audit Committee, the Compensation Committee Regulation, the Regulations of the Directors Nominating Committee, and the ESG Committee Regulation. Each committee under the Board of Directors comprises three or more directors, and it is clearly stipulated that directors may be appointed or dismissed by the Board of Directors. The fact that all our committees are obligated to report their resolutions to the Board of Directors is also stipulated in the Regulation of the Board of Directors and the Committee Regulations. All committee resolutions are reported to the Board of Directors promptly and faithfully.

#### (i) The Audit Committee

The Audit Committee under our Board of Directors audits financial statements, inspects and approves audit activities, and appoints external auditors. It consisted of three independent directors: Seok Yun (Chairperson), Kyujin Cho, and Sejung Choi. After Independent Director Kyujin Cho resigned, Independent Director Sunkyung Shin was appointed as of March 2023. The Audit Committee passed the agenda item for auditing financial statements and checked and approved audit activities during the period subject to disclosure.

Within our Regulations of the Audit Committee (as revised on May 11, 2023), the details regarding the appointment of members, composition, and authority are as follows.

- 1) Appointment and Composition (Article 7):
  - 1) Audit Committee members shall be appointed at the General Shareholders' Meeting.
  - ② The Committee shall comprise at least three directors, and at least two-thirds of the Audit Committee members shall be independent directors.
  - (3) At least one of the Audit Committee members shall be an expert in accounting or finance as stipulated in Article 542-11, Paragraph 2 of the Commercial Act. Audit Committee members who are not independent directors shall meet the requirements of Article 542-11, Paragraph 3 of the Commercial Act.
  - ④ In the event that the composition ratio of independent directors under Paragraph 2 or the composition requirements of the Committee under Paragraph 3 is not met because of reasons such as the resignation or death of an Audit Committee member who is an independent director, the committee's composition shall be made to conform to the composition requirements of the committee at the General Shareholders' Meeting convened for the first time after the occurrence of such cause.

## 2) Authority (Article 5):

- 1) The committee may exercise each of the following authorities.
  - 1. To request the directors to report on the business operations and investigate the conditions of the Company's business and assets
  - 2. To request the subsidiaries to report on their business operations and investigate the conditions of their businesses and assets
  - 3. To request the convening of an Extraordinary General Shareholders' Meeting
  - 4. To receive experts' support at the Company's expense
  - 5. To receive a report from the directors
  - 6. To file a petition for an injunction against any illegal activity carried out by a director
  - 7. To represent the Company in litigation between a director and the Company
  - 8. To approve the enactment and amendment to the Internal Audit Management Regulations and evaluate the current status of the implementation thereof
  - 9. To request the appointment or removal of an external auditor
- ② The Committee may make any of the following requests, and the person who has received any of such requests shall comply therewith unless there is any particular reason:
  - 1. Matters related to all the documents, information, and costs of the Company necessary to perform its duties;
  - 2. Attendance and provision of responses by the responsible employees;
  - 3. Matters related to the storage, safes, books, and related documents, evidence, and items; and
  - 4. Any other matters necessary to perform the auditor's duties.
- ③ The Committee may request the head of each division to promptly report any misconduct or gross negligence by executives or employees, if any. In such a case, the Committee shall promptly conduct a special audit.
- ④ In addition to the authorities outlined in Paragraphs 1 and 2 above, the Committee shall exercise other authorities granted to it by applicable laws, the Articles of Incorporation, and the Resolutions of the Board of Directors.

#### (ii) The Directors Nominating Committee

The Directors Nominating Committee deliberates on the appointment and reappointment of directors. The committee consists of three persons in total, including two independent directors, Sejung Choi (Chairperson) and Kyujin Cho, and one inside

director, Sungsu Kim. In March 2023, Inside Director Sungsu Kim resigned, and Euntaek Hong was appointed inside director. During the period subject to disclosure, the review of inside director candidates was approved. In February 2023, the appointment and reappointment of directors were deliberated, followed by the approval of the appointment of the Directors Nominating Committee Chairperson.

The contents and changes to the composition, duties, and authority of our Regulations of the Directors Nominating Committee (as revised on May 11, 2023) are as follows.

#### 1) Organization (Article 4):

- ① Members of the Committee (the "Member[s]") will be appointed and removed by the Board of Directors.
- ② The Committee will be composed of two or more directors, and the majority of the Members will be independent directors.
- (3) The term of office of the Member will be the term of office of the Director.
- ④ If the number of the Members specified in Paragraph 2 above does not meet the composition requirement because of a resignation of a Member or any other cause, such requirement will be satisfied at the first meeting of the Board of Directors, which will be convened after the occurrence of such cause.

# 2) Authority (Article 3):

The Committee will recommend candidates for independent directors and review the candidates for inside directors in advance.

#### 3) Addenda to Be Submitted (Article 9):

The following matters will be submitted as addenda to the Committee:

- 1) Recommendation of candidates for independent directors;
- (2) Review of candidates for inside directors and non-executive directors in advance; and
- (3) Management of CEO and independent director candidates
- 4 Other matters required for nominating independent director candidates

# 4) Selection of Candidates for Directors (Article 9-2):

The Committee will take the following into consideration in selecting the candidates for directors:

- ① Expertise and diversity of the Board of Directors (such as gender, age, religion, nationality, race, ethnic group, cultural background, or other various factors);
- 2 Independence in operating the Board of Directors (the ratio of composition of independent directors);
- ③ Risks of damaging the corporate value or violating the shareholders' rights and interest (whether the candidate has been subject to a final judgment because of one's embezzlement or breach of trust for the past five years or whether the candidate is liable for damaging the corporate value and violating the shareholders' rights, interest, etc.); and
- ④ For an independent director, whether the candidate satisfies the qualification prescribed by the applicable laws and regulations, including Article 382 and Article 542-8 of the Commercial Act, Article 9-3.

#### 5) Selection of candidates for Audit Committee members (Article 9-3):

The Committee will select candidates for members of the Audit Committee among the directors or director candidates; candidates will be in consideration of the matters prescribed by the applicable laws and regulations, including Article 542-11, Article 542-12, etc., of the Commercial Act.

#### (iii) The Compensation Committee

Our Compensation Committee is engaged in the process of setting the amount of remuneration for directors and employees. It comprises three independent directors: Kyujin Cho (Chairperson), Seok Yun, and Saerom Park. The committee passed a bill determining the amount of remuneration for directors and employees during the period subject to disclosure.

In our Compensation Committee Regulation (as revised on May 11, 2023), the contents and changes to the composition, duties,

and authority are as follows.

- 1) Organization (Article 4):
  - ① Members of the Committee (the "Member[s]") will be appointed and removed by the Board of Directors.
  - ② The Committee will be composed of two or more directors, and the majority of the Members will be independent directors.
  - (3) The term of office of the Member will be the term of office of the Director.
  - 4 If the number of the Members specified in Paragraph (2) above does not meet the composition requirement because of a resignation of a Member or any other cause, such requirement will be satisfied at the first meeting of the Board of Directors which will be convened after the occurrence of such cause.

## 2) Duties and Authority (Article 3):

The committee shall have the authority to perform the following duties as delegated by the Board of Directors.

- 1 Determining the compensation policy for executives
- ② Checking the appropriateness of the compensation system for executives and checking whether executives are being compensated effectively by internally equitable and externally competitive compensation means
- 3 Other matters delegated by the Board of Directors related to compensation for executives

#### (iv) The ESG Committee

The ESG Committee, established in January 2021, checks the direction of our ESG strategies and manages and supervises performance and problems. The committee consists of three persons in total, including two independent directors, Sejung Choi (Chairperson) and Saerom Park, and inside director Euntaek Hong. During the period subject to disclosure, the committee passed a bill approving the Main ESG Task Implementation Plan.

The contents and changes to the composition, duties, and authority of our ESG Committee Regulation (as amended on May 11, 2023) are as follows.

#### 1) Authority (Article 4):

- ① The Committee will manage the ESG sectors of the Company strategically and systematically to ensure that it can achieve long-term sustainable growth by enhancing the Company's soundness through transparent corporate governance and eliciting positive effects through analysis of the influence the Company may have on the environment and society.
- ② The Committee will find and identify various subjects and issues related to the Company's ESG operation, examine its sustainable business strategy and direction, and continue to assess and review the related performance and problems.
- ③ The Committee will oversee the nonfinancial risk management works, such as the review, supervision, and policymaking of company-wide nonfinancial risk factors, including ESG risk, in accordance with the Risk. Management Provision.
- 4 The Committee will assist the Board of Directors with respect to nonfinancial risk management.

#### 2) Organization (Article 5):

- (1) Members of the Committee (the "Member[s]") will be appointed and removed by the Board of Directors.
- ② The Committee will be composed of two or more directors, and the majority of the Members will be independent directors.
- 3 The term of office of the Member will be the term of office of the Director.
- ④ If the number of the Members specified in Paragraph (2) above does not meet the composition requirement because of the resignation of a Member or any other cause, such requirement will be satisfied at the first meeting of the Board of Directors which will be convened after the occurrence of such cause.

# 3) Addenda to Be Submitted (Article 10):

The following matters will be submitted as addenda to the Committee:

- 1) The company's ESG strategic direction and medium- to long-term goals;
- (2) Performance results of the ESG tasks for the previous year and an implementation plan for this year;
- 3 Major nonfinancial issues related to ESG and countermeasures;
- 4 Matters related to nonfinancial risk management under the Risk Management Provision;
- (5) Matters related to stakeholder communication, such as domestic and foreign significant ESG evaluation results, etc.;
- (6) Matters required to support ESG competence development and internalization; and
- 7) Other matters related to ESG that may be submitted by the chairperson.

#### (v) Performance Evaluation of the Committees within the Board of Directors

We are improving the efficiency of the Board of Directors and its committees by establishing an evaluation system for them. We conduct regular self-evaluations once a year on the activities of the Board and the committees. The assessment items consist of "Assessment of the operational efficiency evaluation of the Board of Directors" and "Assessment of the committee activities." The evaluation results were analyzed by the Compensation Committee to provide feedback on the performance of the Board of Directors and committees. In February 2022, an assessment was conducted on the Board of Directors and all the committees under the Board. Through this assessment, we are enhancing the operation of the Board by improving contact-free meeting methods, discussing internal and external issues regularly, and evaluating the appropriateness of the operation and composition of the Board of Directors and its committees, utilizing it to improve efficiency. In December 2012, we established a self-evaluation process for independent directors and instituted self-evaluation along with the Board of Directors and committee evaluations. The Board of Directors was found to be operating at high efficiency. The committees were also found to be operating at an excellent level. Independent directors also received high ratings in self-evaluation. The feedback from the evaluation will be incorporated into improvement activities to promote efficient operation.

#### B. Reporting to the Board of Directors on the Resolutions of the Committee

For matters that need to be reported to the Board of Directors related to the agendas that have been proposed by each expert committee and resolved, the Board of Directors reports the gist of the agenda and the results of the resolution in a timely manner.

#### C. Details of Meetings of Each Committee and Meeting Attendance Rates of Individual Directors

The details of the meetings of each committee from the start of the business year subject to disclosure to the submission date when this Report was submitted are provided below, together with the meeting attendance rates of individual directors for the last three business years. However, for the Audit Committee, these details were recorded as per Detailed Rule 9-② and are listed below accordingly.

(Table 8-2)-1) Details of meetings of committees in the Board of Directors (For the Audit Committee, these details were recorded as per Detailed Rule 9-2 and are listed below.)

- (1) The Compensation Committee
- (i) Details of meetings from the start of the business year subject to disclosure to the submission date of this Report

[2023 Compensation Committee]

No.	Date Held	Attend ed		Agenda	Passed or Not
		/Total	Category Details		
				1. Deliberation on the remuneration limit for directors in 2023	Passed
1 (for	February	3/3	Resolution	2. Decision on the specific terms of the compensation system for the CEO	Passed
2023)	22, 2023	313		3. Deliberation on the revision to the director retirement payment regulation	Passed
			Report Item	Report	
2 (for	March 3,	3/3	Resolution	Redeliberation of the specific terms of the compensation system for the CEO	Passed
2023)	2023	3/3	Resolution	Redeliberation on the revision to the director retirement payment regulation	Passed
			Resolution	1. Appointment of the Compensation Committee Chairperson	Passed
3 (for 2023)	March 30, 2023	3/3	Resolution	2. Approval of the revision to the executive remuneration regulation	Passed
			Resolution	3. Deliberation on director remunerations in 2023	Passed
4 (for 2023)	April 13, 2023	3/3	Resolution	Deliberation on additional director remunerations in 2023	Passed

[2022 The Compensation Committee]

No.	Date Held	Attending		Agenda	D N-4		
No. Date field		Total	Category	Details	Passed or Not		
				1. Approval of standards and amount for a bonus payment to executive directors in 2021	Passed		
					Resolution	2. Deliberation on the remuneration limit for directors	Passed
1 (for 2022)	February 23, 2022 3/3	3/3	Resolution	3. Approval of amendments to the regulations on the payment of severance pay for directors	Passed		
				4. Approval of CEO succession rules	Passed		
			Report Item	Report on the evaluation of the Board of Directors and Committees	Reported		
2	August 11,	3/3	Resolution	Explanation and approval of a new compensation scheme for Kakao CEO	Passed		
(for 2022)	2022			2. Approval of director remuneration plan for 2022	Passed		

(ii) Meeting attendance rates of individual directors for the last three business years

		Attendance Rate						
Category	Name	Average for the last 3	Last 3 years					
		years	2022	2021	2020			
Inside Director	Beomsu Kim	100%	Not applicable	100%	100%			
	Minsik Cho	100%	Not applicable	Not applicable	100%			
Independent	Kyujin Cho	100%	100%	100%	100%			
Director	Seok Yun	100%	100%	100%	100%			
	Saerom Park	100%	100%	100%	Not applicable			

Note: In March 2020, Minsik Cho, an independent director, resigned after the expiration of his term. In March 2020, Kyujin Cho was reappointed as an independent director, and Seok Yun was newly appointed as an independent director; they have been acting as Compensation Committee members since then. In March 2021, Saerom Park was appointed as an independent director. The committee is made up entirely of independent directors. Sunkyung Shin was newly appointed as an independent director in March 2023 after Kyujin Cho resigned at the end of his term.

# (2) The Directors Nominating Committee

(i) Details of meetings from the start of the business year subject to disclosure to the submission date of this Report

[2023 The Directors Nominating Committee]

No.	Date Held	Attended	-	Agenda	Passed
140.			Category	Details	or Not
1 (for 2023)	February 22, 2023	3/3	Resolution	- Appointment and reappointment of directors in 2023	Passed
2 (for 2023)	March 30, 2023	3/3	Resolution	- Appointment of the Director Nominating Committee Chairperson	Passed
3	April 13,	3/3	Report item	1. Management of CEO candidates	Report
(for 2023)	2023	3/3	Report item	2. Management of independent director candidates	Report

[2022 The Directors Nominating Committee]

Na	Data Hald	Attending/	-	Agenda			
NO.	No. Date Held Total		Category	gory Details			
1 (for 2022)	January 20, 2022	3/3	Report item	- Review of new inside director candidates (Whon Namkoong)	Reported		
2 (for 2022)	February 24, 2022	3/3	Report item	- Review of new inside director candidates (Sungsu Kim)	Reported		
3 (for 2022)	March 14, 2022	3/3	Report item	- Review of new inside director candidates (Euntaek Hong)	Reported		

(ii) Meeting attendance rates of individual directors for the last three business years

G .		Attendance Rate						
Categor y	Name	Average for the last 3	Last 3 years					
		years	2022	2021	2020			
Inside	Beomsu Kim	100%	100%	100%	100%			
Hisiae	Sungsu Kim	100%	100%	Not applicable	Not applicable			
	Jaehong Choi	100%	Not applicable	Not applicable	100%			
Outside	Minsik Cho	100%	Not applicable	Not applicable	100%			
Outside	Kyujin Cho	100%	100%	100%	100%			
	Sejung Choi	100%	100%	100%	100%			

<sup>\*</sup>Independent directors Jaehong Choi and Minsik Cho retired because of term expiration in March 2020. Independent director Kyujin Cho was reappointed, and independent director Sejung Choi was newly appointed in March 2020. Inside director Beomsu Kim retired, and inside director Sungsu Kim was newly appointed in March 2022. Inside director Sungsu Kim retired, and inside director Euntaek Hong was newly appointed in March 2023.

# (3) ESG Committee

(i) Details of meetings from the start of the business year subject to disclosure to the submission date of this Report

# [2023 ESG Committee]

No.	Date Held	Attending/ Total		Agenda	Passed or Not	
			Agenda	Details		
			Resolution	1. Appointment of ESG Committee Chairperson	Passed	
				1. Report on the publication of the 2022 Kakao ESG Report		
1	March 30,	3/3		2. Report on 2022 ESG double materiality evaluation		
(for 2023)	2023	3/3	Report Item	results	Reported	
				3. Report on 2022 ESG evaluation results		
				4. Report on 2022 win-win project progress and 2023 win-		
				win project plan		

[The ESG Committee (2022)]

No.	Date Held	Attending/		Agenda	Passed or
110.	Total		Category	Details	Not
1 (for 2022)	March 29, 2022	3/3	Resolution	- Appointment of the Directors Nominating Committee Chairperson (Chairperson: Sejung Choi)	Passed
_			- Report on Kakao and communities' win-win plan		D4 - 4
2 (for 2022)	April 21, 2022	3/3 Report Item	- Report on Kakao's ESG report publication plan	Reported	
(101 2022)			Resolution	- Approval of Kakao Net Zero Declaration	Passed
3 (for 2022)	December 15, 2022	3/3	Report Item	Report on 2022 Kakao ESG evaluation results     Report on Kakao's community win-win project status     Report on nonfinancial risk management status and plan	Reported

# (ii) Meeting attendance rates of individual directors for the last three business years

		Attendance Rate							
Category	Name	Average for the last 3	last 3 Last 3 years						
		years	2022	2021	2020				
Inside	Beomsu Kim	100%	Not applicable	100%	Not applicable				
Director	Euntaek Hong	100%	100%	Not applicable	Not applicable				
Independent	Sejung Choi	100%	100%	100%	Not applicable				
Director	Saerom Park	100%	100%	100%	Not applicable				

<sup>\*</sup>The ESG Committee was newly established on January 1, 2021. In March 2022, Inside director Beomsu Kim resigned, and Euntaek Hong was appointed as an inside director.

<sup>\*</sup>For the Audit Committee, the meeting details were recorded as per Detailed Rule 9-2 and are listed below.

# 4. The Audit Body

# (Key Rule 9) The Internal Audit Body

The internal audit body, such as the Audit Committee and auditors, shall conduct audits in good faith and independently from management and controlling shareholders. The main activities of the internal audit body shall be disclosed.

(Detailed Rule 9-1) The internal audit body, such as the Audit Committee and auditors, shall secure independence and professionalism.

#### A. Composition of the Internal Audit Body

(i) Our Audit Committee was established in accordance with Articles 415-2 and 542-11 of the Commercial Act, Article 27 of the Articles of Incorporation, and Article 11 of the Regulations of the Board of Directors. The Audit Committee comprises a total of three directors following the relevant clauses in our Articles of Incorporation and the Regulations of the Board of Directors. Currently, we guarantee the independence of the Audit Committee by appointing independent directors as all of its members. These members include experts in finance and accounting as stipulated in Article 542-11, Paragraph 2 of the Commercial Act.

Independent director Seok Yun, the Chairperson of our Audit Committee, is a certified public accountant following Article 37, Paragraph 2, Item 1 of the Enforcement Decree of the Commercial Act. He has more than five years of experience in work related to the qualification. As an expert in finance, he has developed high professionalism and rich experience in the financial market while working at Samsung Securities and Samsung Active Asset Management. He was appointed as the Chairperson of the committee because he could contribute to making management decisions more transparent and taking the capital market into consideration.

From the start of the year, subject to disclosure to the submission date of disclosure documents, the composition of our Audit Committee is as follows.

(Table 9-(1)-1)	Composition	of the Internal	Audit Body

	Composition		Audit Deleted Duefessional and Educational Dealegueund	Remarks	
Position	Category	Name	Audit-Related Professional and Educational Background		
Chairperson	Independent Director	Seok Yun	<ul> <li>- KPMG New York, Audit Manager</li> <li>- Managing director, head of equity research, Credit Suisse (Korea)</li> <li>- Managing director, head of wholesale business/head of research center, Samsung Securities</li> <li>- CIO (Executive Vice President), Samsung Asset Management</li> <li>- CEO, Samsung Active Asset Management</li> <li>- Adviser, Samsung Active Asset Management</li> <li>- (Current) CEO, Yun &amp; Co</li> </ul>	- Finance expert - Reelected in March 2023	
Member	Independent Director	Sejung Choi	- PhD in Mass Media (Advertising), Michigan State University - Assistant Professor/Associate Professor, Department of Advertising, The University of Texas at Austin - Independent director, JTBC Mediacom - President, Korea Media Management Association - Editor-in-chief, The Korean Journal of Advertising and Public Relations - (Current) Professor, School of Media and Communication, Korea University - (Current) Independent director and Chairman of the ESG Committee, GIIR Corporation	- Reelected in March 2021	

Member	Independent Director	Sunkyung Shin	- College of Law (LL.B.), Seoul National University - Judicial Research & Training Institute, Supreme Court of Korea - Graduate School of Law, Seoul National University - Stanford Law School, USA (LL.M.) - Obtained attorney license for New York, United States - Shin & Kim LLC (Finance Partner) - Leading Individual, Chambers Asia-Pacific, Capital Markets - (Current) Present Partner, LIWU Law Group - (Current) Member of Finance Dispute Mediation Committee, Financial Supervisory Service - (Current) Member of MBC Personnel Committee	- Newly elected in March 2023
			- (Current) Member of the Seoul Administrative Appeals Commission	<b> </b>

(ii) In accordance with Article 9-3 of the Regulations of the Directors Nominating Committee, our Audit Committee carefully selected candidates with independence and expertise. In addition, the committee fully satisfies the current Regulations of the Audit Committee (Article 7) and the selection criteria based on laws and regulations.

The selection criteria for our Audit Committee members are as follows.

Main Contents of the Selection Criteria	Whether the Selection Criteria are Met	Related Laws, etc.
Consists of 3 or more directors Independent directors represent at least 2/3 of the	Satisfied (3 people) Satisfied (All are independent	Article 415-2, Paragraph 2 of the Commercial Act
Members  At least one of the members is an accounting or finance expert	directors.) Satisfied (1 person*)	Article 542-11, Paragraph 2 of the
Representative of the Audit Committee is an independent director	Satisfied	Commercial Act
Appointment of members of the Audit Committee by resolution at the General Shareholders' Meeting	Satisfied (Appointed through a general meeting of shareholders)	Article 542-12, Paragraph 2 of the Commercial Act
Other disqualification requirements (specially related parties of the largest shareholder, etc.)	Satisfied (Not applicable)	Article 542-11, Paragraph 3 of the Commercial Act

<sup>\*</sup>Financial expert (one person): Seok Yun (March 2020 – Present)

# **B.** Operation of the Internal Audit Body

- (i) To regulate the operational goals, organization, authority, and responsibilities of the Audit Committee and perform audit tasks appropriately and effectively, we have prepared the Regulations of the Audit Committee. The Regulations of the Audit Committee stipulate the operational matters of the committee, which are not otherwise stipulated in laws, Articles of Incorporation, etc., and can be applied even when the committee audits subsidiaries.
- (ii) We provide the training necessary for performing the Audit Committee's duties. All three Audit Committee members participated in the Audit Committee forum for corporations in 2022 and completed training on ESG disclosure and Audit Committee supervision. This training also conforms to the implementation of the training plan according to the Internal Accounting Control Regulation.

As of the submission date of this Report, Chairperson Seok Yun and Audit Committee members Sejung Choi and Sunkyung Shin plan to attend the Audit Committee forums in July, September, and November 2023 to conduct audit-related training.

In addition, members of our Audit Committee have the right to receive professional assistance at the company's expense following Article 5 (1) 4, Paragraph 4 of the Regulations of the Audit Committee.

Training Date	Training Provided by	Attending Audit Committee member	Reason for Nonattendance	Main Contents of the Training
April 19, 2022	Audit Committee Forum	Seok Yun (Online) Sejung Choi (Online) Kyujin Cho (Online)	-	- Regular forums for auditors and Audit Committee members (ESG disclosure and Audit Committee supervision)
December 29, 2022	Audit Committee Forum	Sejung Choi (Online)	Seok Yun: Attended on a different schedule. Kyujin Choi: Attended on a different schedule.	Things Audit Committee members should know about the Independence of outside auditors     Issues and improvements for the independent director system

(iii) In the event of corporate misconduct, we may immediately request an investigation report from the directors and management or directly investigate in accordance with Article 5 of the Regulations of the Audit Committee. In such an event, our Audit Committee will monitor and verify the response of directors and management, etc., according to the results of a thorough investigation regarding the facts of the misconduct, identification of the cause, prevention of damage expansion, early recovery, prevention of recurrence, and external disclosure, etc. If the response of directors and management is inappropriate from the standpoint of independence, objectivity, and transparency, the Audit Committee may take appropriate action, such as seeking the help of external experts at the company's expense.

(iv) For the smooth functioning of the Audit Committee, we operate support organizations to assist in the committee's work. These support organizations comprise those in charge of the Finance Planning Division. Furthermore, although we internally encourage the Audit Committee's support organizations to assist the Audit Committee independently from management, we plan to further strengthen its independence by setting up an internal audit organization consisting of members with expertise in the tasks in 2023. The details of the Audit Committee's support organizations as of the disclosure date and the submission date of this Report are as follows.

#### Details of our Audit Committee's support organizations

[Base Date: Last date of the year subject to disclosure)

Department (Team) Name	No. of Members	Position (Years of Service)	Main Activities
		Head of Finance Planning Division (5 months)	Audit Committee operation Review and proposal of approval/report agendas of
Finance Planning Division	2	Member of Finance Planning Team (4 months)	the Audit Committee Preparation and management of minutes of Audit Committee meetings Performance of support tasks for the Audit Committee

<sup>\*</sup>The years of service represent numbers as of the base date. There has been no change to the support organization in charge as of the report submission date.

(v) The Company supports the Audit Committee in achieving its audit objectives by utilizing the internal audit department's audit plans, procedures, and audit results and maintaining a close cooperative relationship with the Compliance Officers. The committee may request the internal audit department to report the audit results or to investigate specific matters. If necessary, the Audit Committee may request ① all information within the company; ② attendance and answers of related parties; ③ information on matters related to warehouses, safes, books and related documents, evidence, and goods; ④ information on other matters necessary for conducting audits. In addition, the company has established regulations compelling those given such requests to comply with them unless there is a special reason.

The details of our Compliance Officers and Compliance Officer support organizations and their primary activities are as follows.

We established the Community Compliance Management Office under the Corporate Alignment Center. In February 2022, the Board of Directors appointed Seokyoung Cho, Director of the Community Compliance Management Office, as a Compliance Officer to reorganize the related systems.

## **Details of Compliance Officers**

Name	Gender	Date of Birth	Responsibilities	Major Career	Board Resolution Date and Appointment Period
Seokyoung Cho	Male	March 1971	Head of the Community Compliance Management Office	- Seoul National University, Department of Business Administration - 40th National Judicial Examination / 30th, Judicial Research and Training Institute - Prosecutor, Seoul Central District Prosecutors' Office - Head of Forensic Science Division, Supreme Prosecutors' Office - Senior Prosecutor, Seoul Central District Prosecutors' Office - Present Head of Kakao Community Compliance Management Office	February 24, 2022 – Present
Taesung Chung	Male	March 1975	Community Compliance Management	Seoul National University College of Engineering     Attorney at law firm Sejong     Present Head of Kakao Compliance Support Office	February 25, 2020 – August 11, 2022

## Status of Compliance Officer Support Organizations

[Base Date: Last date of the year subject to disclosure]

Department (Team) Name	No. of Members	Position (Years of Service*)	Main Responsibilities
Fair Transaction Team Community Legal Team	21	1 Fair Transaction Team Manager (1 year) 9 Fair Transaction Team members (average 3 years) 1 Community Legal Team Manager (1 year and 9 months) 10 Community Legal Team members (average 1 year and 8 months)	<ul> <li>Planning and executing compliance control activities</li> <li>Monitoring internal control policy implementation</li> <li>Complying with AML/counterterrorist financing (CFT) obligations</li> <li>Consulting and reviewing fair trade issues</li> <li>Previewing internal transactions among affiliates</li> </ul>

<sup>\*</sup>The above years of service represent numbers as of the base date; there has been no change to their responsible support organizations as of the report submission date.

### C. Remuneration of Audit Committee Members

(i) Considering the importance and responsibility of job performance and the average remuneration in the same industry, we operate our remuneration policy for Audit Committee members by setting Audit Committee members' remuneration levels at appropriate levels. As of the submission date of this Report, out of four independent directors, there are a total of three independent directors who are Audit Committee members and one who is not. Remuneration for independent directors is included in the remuneration limit for directors approved at the General Shareholders' Meeting and is paid in consideration of the duties for which they are in charge, the company's business environment, and business performance. In addition, the compensation standards and calculation methods for independent directors follow the Compensation Committee Regulation.

After March 2020 and during the disclosure period (January 1, 2022 – December 31, 2022), the remuneration of independent directors who are Audit Committee members and independent directors who are not auditors has been kept the same at an annual rate of KRW 48 million. We have paid KRW 700 million annually since the 2023 Annual General Shareholders' Meeting. The total remuneration we paid to the Audit Committee members from the start of the year, subject to disclosure to the submission date of disclosure documents, is as follows.

[As of March 31, 2023]

(Unit: KRW 1 million)

Category	No. of Persons	Total Remuneration	Average Remuneration per Person	
Independent Directors (excluding Audit Committee members)	1	12	12	
Audit Committee Members	3	36	12	

[For 2022]

(Unit: KRW million)

Category	No. of Persons	Total Remuneration	Average Remuneration per Person	
Independent Directors (excluding Audit Committee members)	1	48	48	
Audit Committee Members	3	144	48	

## D. Independence and Professionalism of the Internal Audit Body

As mentioned above, we have established our Audit Committee composed entirely of independent directors, and one of the Audit Committee members is a finance and accounting expert as stipulated in Article 542-11, Paragraph 2 of the Commercial Act. In addition, we have sufficiently secured the independence and expertise of the internal audit body through the Regulations of the Audit Committee.

(Detailed Rule 9-2) The internal audit body shall faithfully perform audit-related tasks, such as holding regular meetings, and shall disclose the details of its activities transparently.

## A. Activities such as the Status of Regular Meetings Held by the Internal Audit Body

(i) From 2022, the year subject to disclosure, until the submission date of this Report, a total of 11 Audit Committee meetings were held (6 meetings in 2022 and 5 in 2023), and all Audit Committee members attended these meetings. Audit Committee meetings may be convened by the committee's chairperson, or any Audit Committee member may request to call a meeting by reporting the agenda and the reasons to the chairperson. When convening an Audit Committee meeting, the date, time, and place are first determined following Article 13 of the Regulations of the Audit Committee. Then, seven days before the meeting, each committee member is notified by mail, email, telephone, or any other method that can allow the sender to confirm that the message has been sent or received. However, the committee may hold a meeting at any time without prior notice with the consent of all Audit Committee members.

In accordance with Article 11, Paragraphs 1 and 2 of the Act on External Audit of Stock Companies, etc., Article 17 of the Enforcement Decree of the Act on External Audit of Stock Companies, etc., and Article 10 and Article 15, Paragraph 1 of the Regulations on External Audit and Accounting, on November 12, 2019, we were notified by the Financial Supervisory Service that KPMG Samjong Accounting Corp. was designated as a designated auditor. KPMG Samjong Accounting Corp. was appointed as an external auditor through the audit contract between the two companies on November 29, 2019, after undergoing the Audit Committee reporting process within two weeks after the committee was notified, and we maintained an audit commitment contract with KPMG Samjong Accounting until 2022. To assign an external director through the Audit Committee before the start of the business year (by December 31, 2022), KPMG Samjong Accounting was appointed as an external auditor at the Audit Committee meeting on December 15, 2022.

We reported the details of the designated audit to the Audit Committee in writing, and the Audit Committee documented the audit hours, workforce, and remuneration. We will check whether the designated auditor has complied with the matters set forth in the document after submitting the audit report.

Furthermore, by evaluating the operating status of our internal accounting control system from a standpoint independent of the management and rectifying weaknesses, our Audit Committee plays a role in ensuring the smooth operation of the internal accounting control system. Our Audit Committee receives a report on the operating status of the internal accounting control system every year. The Audit Committee then reports the evaluation results of the internal accounting control system's operation to the Board of Directors in person, and the results are disclosed in the business report. The details of the evaluation are as follows.

Evaluation of the Operation Status of the Internal Accounting Control System

## [For 2023]

Date Held	Main Details	Inspection Result
February 22, 2023	Reporting of the operation status by the internal accounting manager to the Board of Directors and Audit Committee following the Internal Accounting Management Regulation	The company's internal accounting control system has been designed and operates according to the best standards for internal accounting control systems.
	Reporting of the operation status of the internal accounting control system from January 1, 2022, to December 31, 2022, following Article 8, Paragraph 4 of the Act on External Audit of Stock Companies	
February 22, 2023	Reporting of the operation status by the internal accounting manager to the Board of Directors and Audit Committee following the Internal Accounting Management Regulation	The company's internal accounting control system has been designed and operates according to the best standards for internal accounting control systems.

Reporting of the operation status of the Internal accounting control system from January 1, 2022, to December 31, 2022, following Article 8, Paragraph 4 of the Act on External Audit of Stock Companies	
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## [For 2022]

Date Held	Main Details	Inspection Result
February 24, 2022	Reporting of the operation status by the internal accounting manager to the Board of Directors and Audit Committee, following the Internal Accounting Management Regulation	The company's internal accounting control system has been designed and operates according to the best standards for internal accounting control systems.
	Reporting of the operation status of the Internal accounting control system from January 1, 2021, to December 31, 2021, following Article 8, Paragraph 4 of the Act on External Audit of Stock Companies	
February 24, 2022	Reporting of the operational status assessment to the Board of Directors by the Audit Committee following the Internal Accounting Management Regulation	The company's internal accounting control system has been designed and operates according to the best standards for internal accounting control systems.
	Reporting of the operation status of the company's Internal accounting control system from January 1, 2021, to December 31, 2021, following Article 8, Paragraph 5 of the Act on External Audit of Stock Companies	

(ii) From the start of the year subject to disclosure to the submission date of disclosure documents, the details of meetings of our Audit Committee and meeting attendance rates of individual directors for the last three business years are as follows.

(Table 9-2-1) Details of meetings of our Audit Committee and meeting attendance rates of individual directors, from the start of the year subject to disclosure to the submission date of disclosure documents

## 1 Details of Meetings of our Audit Committee

## [For 2023]

No	No. Date Held / Category		nded Agenda			
140.			Details	Passed or Not		
1	1 February 8, 2023 3/3		Report Item	- Reporting of external audit results for the Pangyo data center fire accident	Reported	
1			Resolution	- Approval of nonaudit service contract with the auditor	Passed	
2	February 9, 2023	3/3	Report Item	- Report of financial statements and business reports for 2022 (28th period)	Reported	
			Report Item	1. Report on the operation status of the internal accounting control system in 2021	Reported	
	Fohmom, 22		Report Item	2. Report on the operational status of the internal accounting management system in 2022	Reported	
3 February 22, 2023	The solution of the opinions on the legality and validity of		Passed			
			Resolution	2. Finalization of the evaluation report on the operational status of the internal accounting management system in	Passed	

				2022	
			Resolution	Resolution 3. Finalization of the audit report	
			Resolution	4. Approval of the audit opinion on the internal surveillance mechanism in 2022	Passed
4	March 30,	3/3	Resolution	- Report on audit progress in the first quarter of 2022	Passed
	2023		Report Item	- Approval of nonaudit work contract with the auditor	Reported
5	May 11, 2023	3/3	Report Item	- Report on audit progress in the first quarter of 2022	Reported
			Resolution	- Approval of nonaudit work contract with the auditor	Passed

# [For 2022]

No	No. Date Held / Tota			Dogged on Not	
NO.			Category Details		Passed or Not
1	1 February 9, 3/3		Report Item	- Report of financial statements and business reports for 2021 (27th period)	Reported
1			Report Item	- Report on the financial performance of the fourth quarter of 2021	Reported
2	2 February 24, 2022 3/3		Report Item	- Report on the operation status of the internal accounting control system in 2021	Reported
			Resolution	- Approval of nonaudit work contract with the auditor	Passed
3	May 10, 2022	3/3	Report Item	- Report on audit progress in the first quarter of 2022	Reported
3	May 10, 2022	3/3	Resolution	- Approval of nonaudit work contract with the auditor	Passed
4	Aug. 3, 2022	3/3	Report Item	- Report on audit progress in the second quarter of 2022	Reported
4	4 Aug. 3, 2022 3/3		Resolution	- Approval of nonaudit work contract with the auditor	Passed
5	Nov. 01, 2022 3/3		Report Item	- Report on audit progress in the third quarter of 2022	Reported
3	Nov. 01, 2022 3/3		Resolution	- Approval of nonaudit work contract with the auditor	Passed
6	Dec. 15, 2022	3/3	Resolution	- Appointment of outside auditor	Passed

## 2 Audit Committee Meeting Attendance Rates of Individual Directors

## [For 2023]

	No.	1	2	3	4	5	
	Date held	February 8, 2023	February 9, 2023	February 22, 2023	March 30, 2023	May 11, 2023	Remarks
	Kyujin Cho	Present	Present	Present	Present	Present	Term expired in March 2023
Category	Seok Yun	Present	Present	Present	Present	Present	Reappointed in March 2023
	Sejung Choi	Present	Present	Present	Present	Present	Reappointed in March 2023
	Sunkyung Shin	Not applicable	Not applicable	Not applicable	Present	Present	Newly appointed in March 2023

[For 2022]

	No.	1	2	3	4	5	6	
	Date held	February 9, 2022	February 24, 2022	May 10, 2022	August 3, 2022	November 1, 2022	December 15, 2022	Remarks
Catego	Kyujin Cho	Present	Present	Present	Present	Present	Present	
ry	Seok Yun	Present	Present	Present	Present	Present	Present	
	Sejung Choi	Present	Present	Present	Present	Present	Present	

3 Audit Committee Meeting Attendance Rates of Individual Directors for the Last Three Business Years

		Attendance Rate (%)						
	Name		Last 3 years					
		Average for the last 3 years	2022	2021	2020			
	Jaehong Choi	100%	Not applicable	Not applicable	100%			
Category	Minsik Cho	100%	Not applicable	Not applicable	100%			
	Kyujin Cho	100%	100%	100%	100%			
	Seok Yun	100%	100%	100%	100%			
	Sejung Choi	100%	100%	100%	100%			

(iii) Our Audit Committee members comply with the audit procedures, report to the General Shareholders' Meeting according to the stipulated Regulations of the Audit Committee (Article 15), and write and preserve the meeting minutes and the Audit Minutes.

**B.** As explained above, the Audit Committee faithfully performs overall audit-related tasks such as activities through regular meetings, the appointment of external auditors, and the evaluation of the operation status of the internal accounting control system. The attendance rates of the Audit Committee members for the past three years were 100%, reflecting that they are actively participating in their work. In addition, by preserving the records of meeting minutes and the Audit Minutes with the names or signatures written, following the duties of the Audit Committee, the Audit Committee faithfully reports the audit results through internal regulations related to the reporting procedure at the General Shareholders' Meeting. The Audit Committee is engaged in its duties for the sound management of the company and the protection of the rights and interests of shareholders.

## (Key Rule 10) External Auditors

For the company's accounting information to be trusted by its users, such as shareholders, external auditors shall conduct audits fairly and independently from the company subject to the audit, its management, and controlling shareholders.

(Detailed Rule 10-1) The internal audit body shall establish and operate a policy to secure independence and professionalism when appointing external auditors.

## A. Policy on Appointment and Operation of External Auditors

(i) We are classified as a company for which external auditors determined by the Financial Supervisory Service have been appointed, and the contract period with Samil PwC, our previous external auditor, expired at the end of the business year 2019 (25th). In accordance with Article 11, Paragraphs 1 and 2 of the Act on External Audit of Stock Companies, etc., Article 17 of the Enforcement Decree of the Act on External Audit of Stock Companies, etc., and Article 10 and Article 15, Paragraph 1 of the Regulations on External Audit and Accounting, on November 12, 2019, we were notified by the Financial Supervisory Service that KPMG Samjong Accounting Corp. was the designated auditor. KPMG Samjong Accounting Corp. was appointed as an external auditor through the audit contract between the two companies on November 29, 2019, after undergoing the Audit Committee reporting process within two weeks after notification by the Audit Committee. We are engaged in a three-year audit commitment contract with KPMG Samjong Accounting Corp.

In addition, to complete the designated audit for the auditor designated by the Securities and Futures Commission for the fiscal years 2020 through 2022, and to appoint an external auditor through the Audit Committee before the beginning of the next fiscal year (by December 31, 2022) pursuant to Article 10 (1) of the Act on External Audit of Stock Companies, Article 542 (11) of the Commercial Act, and Article 37 (1) of the Enforcement Decree of the Commercial Act, the Audit Committee held a meeting on December 15, 2022. It appointed KPMG Samjong Accounting Corp. as the external auditor and disclosed the appointment on the Company's website. The appointed external auditor will conduct audits for the next three fiscal years barring special circumstances.

Concerning Article 15 (3) 11 (approval of appointment, change, and dismissal of external auditor, etc.) of the Regulations of the Audit Committee, the Audit Committee may approve the appointment of external auditors. In accordance with Article 4-5 of the Enforcement Decree of the Act on External Audit of Stock Companies, etc., the opinions of previous external auditors and external auditors who are to be dismissed are received orally or in writing by setting a period of not less than 10 days. They are used in the decision-making regarding appointments or dismissals.

In addition, in accordance with Article 17 (Independence of External Auditors) of the aforementioned regulation, the committee has introduced a policy to strengthen the independence of external auditors and the fairness of the appointment process by allowing external auditors to review important matters related to the company, matters that may affect the independence of external auditors, and tasks with high potential for conflicts of interest, and then present their opinions to the Board of Directors.

The committee maintains a close relationship with external auditors as per Article 18 (Cooperation with External Auditors) of the aforementioned regulation. The committee coordinates opinions on the audit plan and discusses matters to be audited. In addition, the committee reports any violation of the accounting standards, misconduct related to the performance of the company's director duties, and material facts that violate the laws and regulations or our Articles of Incorporation directly to the Audit Committee in accordance with the Regulations of the Audit Committee. The committee also notifies the external auditor when it discovers the same.

The Audit Committee reviews audit plans of the external auditors' financial statements for each business year, quarterly and semiannual reviews and audit results, the internal accounting control system's semiannual review and annual evaluation results, financial statements written in English, and details of other audit tasks, etc. In addition, the committee assesses the independence and professionalism of external auditors in their audit work.

- (ii) We do not have a full-time auditor but instead operate an Audit Committee composed entirely of independent directors.
- (iii) We have appointed the same external auditor from 2020 to 2022 (the 28th term). We are classified as a company for which external auditors determined by the Financial Supervisory Service have been appointed (hereinafter "periodically designated"). On November 12, 2019, we were notified by the Financial Supervisory Service that KPMG Samjong Accounting Corp. was the designated auditor. KPMG Samjong Accounting Corp. was appointed as an external auditor through the audit contract between the two companies on November 29, 2019, after going through the Audit Committee reporting process within two weeks after notifying the Audit Committee. In addition, regarding the audit process, we thoroughly discussed the audit plan, audit time, and audit remuneration through communication, including face-to-face and video conferences between working-level employees, and made a decision.
- (iv) To faithfully achieve the audit purpose by utilizing the audit plan, procedures, and results of the external auditor, our Audit Committee frequently discusses the audit situation. In addition, while the Audit Committee does not conduct a stipulated evaluation of audit activities after the completion of the external audit, by holding separate meetings for inspection, the Committee reviews and supervises whether the external auditor faithfully implements the audit plan, whether the external audit director actively participated in the audit, and whether unnecessary data was requested.
- (v) The status of the audit and nonaudit service contracts between the company and the external auditors Samil PwC and KPMG Samjong Accounting Corp. from 2020 to 2022 (the 28th term) is as follows.

#### The Audit Service Contract Status

(Units: KRW 1 million; total hours for all persons)

Business Year	Auditor	Details	Remuneration	Total Time Taken
28th (2022)	KPMG Samjong Accounting Corp.	Review of separate and consolidated financial statements	2,200	18,508
27th (2021)	KPMG Samjong Accounting Corp.	Review of separate and consolidated financial statements	1,870	14,678
26th (2020)	KPMG Samjong Accounting Corp.	Review of separate and consolidated financial statements	1,670	14,200

<sup>\*</sup>The above amounts include the remuneration for audits of our external auditors for the entire business year and remuneration for internal accounting system audits.

### Nonaudit Service Contract Status

(Unit: KRW 1 million										
Business Year	Contract Date	Service Details	Service Performance Period	Service Fee						
28th (2022)	2022	Tax consultation service, etc.	2022	1,559						
27th (2021)	2021	Not applicable	-	-						
26th (2020)	2020	Tax consultation service, etc.	2020–2021	442						

## B. Policies to Secure Independence and Professionalism when Appointing External Auditors

Based on the above, we have policies related to appointing, such as linking with external auditors in Article 18 of the Regulations of the Audit Committee, which secures independence when appointing external auditors. Furthermore, to complement independence and professionalism when appointing external auditors, we plan to prepare stipulated regulations through an in-depth review of the relevant standards and policy details as soon as possible and to improve further the processes related to the appointment of external auditors and evaluation of audit activities.

(Detailed Rule 10-2) The internal audit body shall communicate regularly with the external auditor at all stages, including conducting external audits and reporting audit results.

## 1. Communication between the Internal Audit Body and the External Auditor

- (i) Our internal audit body, the Audit Committee, maintains a close relationship with external auditors. In addition, the Audit Committee discusses major matters regarding the audit plan, procedures, and results of external auditors through face-to-face meetings or video conferences at least once a quarter without management participation.
- (ii) The main contents of consultation include the annual audit plan, the main audit and review procedures, the independence of the external auditor, and matters to be noted in the financial statements or overall management related to the external audit. Please refer to the table below for the main contents.

The details of the meetings held by our Audit Committee with external auditors related to external audits as of the submission date of the disclosure documents, from the start of the year subject to disclosure to the date of submission of disclosure documents, are as follows.

Date	Participants	Method	Main Topics Discussed
February 9, 2022	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Video conference	1) Progress of the year-end audit for 2021 2) Audit progress of key audit items 3) Progress of internal accounting control system audit 4) Other matters to be agreed on
February 24, 2022	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Video conference	1) Progress of the year-end audit for 2021 2) Audit progress of key audit items 3) Progress of internal accounting control system audit 4) Other matters to be agreed on
May 10, 2022	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	1) 2022 annual audit performance plan     2) Internal accounting control system audit plan     3) Other matters to be agreed on
August 3, 2022	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	Audit progress and annual plan for 2022     Introduction and discussion of key audit items     Progress of the internal accounting control system     Division of responsibility and other matters to be agreed on
November 1, 2022	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	Progress of the accounting audit for 2022     Audit progress of key audit items     Progress of internal accounting control system

			audit 4) Other matters to be agreed on
February 8, 2023	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	Progress of the accounting audit for 2022     Progress of internal accounting control system audit     Other matters to be agreed on
February 22, 2023	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	Progress of the year-end audit for 2022     Audit progress of key audit items     Progress of internal accounting control system audit     Other matters to be agreed on
March 14, 2023	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	Progress of the year-end audit for 2022     Audit progress of key audit items     Progress of internal accounting control system audit     Other matters to be agreed on
May 11, 2023	Company: 3 Audit Committee members External Auditors: executive director(s) and accountant(s) in charge (3 persons)	Face-to-face meeting	1) 2023 Annual Accounting Audit Performance Plan     2) Internal accounting control system audit plan     3) Other matters to be agreed on

(iii) When the external auditor reports on material matters, our Audit Committee immediately requests an investigation report from directors and management or conducts an investigation directly. If necessary, the Audit Committee may request the accounting firm to review the books and related documents related to accounting and receive a report on the results.

In addition, the external auditor reports any violation of the accounting standards, misconduct related to the performance of the company's director duties, and material facts that violate the laws and regulations or our Articles of Incorporation, directly to the Audit Committee.

(iv) In accordance with Article 6, Paragraphs 2 and 3 of the Act on External Audit of Stock Companies and Articles 6 and 8 of the Enforcement Decree of the same, we submit a preaudit financial statement and a consolidated preaudit financial statement to our external auditor six and four weeks before the regular General Shareholders' Meeting, respectively. Before submitting these to the external auditor, we submit our preaudit financial statements and consolidated preaudit financial statements to the Securities and Futures Commission through the Korea Investor's Network for Disclosure (KIND) Submission System of the Korea Exchange. The details of the preaudit financial statements we submitted to the external auditor on a consolidated basis from the beginning of the fiscal year to the submission date of the disclosure documents for the period subject to disclosure are as follows.

## Submission of Preaudit Financial Statements

[For 2023]

Date of the 28th General Shareholders' Meeting: March 28, 2023

Six weeks before: February 13, 2023Four weeks before: February 27, 2023

## Submission of preaudit financial statements

External Auditor's Name	Documents Submitted	Submission Dates
-------------------------	---------------------	------------------

KPMG Samjong Accounting Corp.	(Before the external audit) Submitted financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow - Notes	February 6, 2023
KPMG Samjong Accounting Corp.	(Before the external audit) Submitted consolidated financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow - Notes	February 10, 2023

## [For 2022]

Date of the 27th General Shareholders' Meeting: March 29, 2022

Six weeks before: February 14, 2022Four weeks before: February 28, 2022

### Submission of preaudit financial statements

External Auditor's Name	Documents Submitted	<b>Submission Dates</b>
KPMG Samjong Accounting Corp.	(Before the external audit) Submitted financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow - Notes	February 8, 2022 February 10, 2022
KPMG Samjong Accounting Corp.	(Before the external audit) Submitted consolidated financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow - Notes	February 11, 2022 February 14, 2022

## [For 2021]

Date of the 26th General Meeting of Shareholders: March 29, 2021

Six weeks before: February 14, 2021Four weeks before: February 28, 2021

## Submission of Preaudit Financial Statements

External Auditor's Name	Documents Submitted	<b>Submission Dates</b>
KPMG Samjong Accounting Corp.	(Before the external audit) Submitted financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow, notes	February 1, 2021 February 3, 2021
KPMG Samjong Accounting Corp.	(Before the external audit) Submitted consolidated financial statements - Statement of financial position, (comprehensive) statement of income, statement of changes in equity, statement of cash flow, notes	February 9, 2021

**B.** Based on the above information, the Audit Committee, our internal auditing body, is discussing in detail the annual audit plan, the primary audit and review procedures, the independence of the external auditor, and significant issues such as matters to keep in mind throughout the financial statements or management related to the external audit, through face-to-face or written meetings with external auditors at least once a quarter. Considering this, we believe that our Audit Committee maintains a close relationship with external auditors and that we are faithfully implementing our efforts to communicate regularly.

## 5. Other Key Matters

Key regulations regarding the company's governance structure are reported in the following attachments.

- Attachment 1. Articles of Incorporation
- Attachment 2. Board of Director Regulation
- Attachment 3. Director Nominating Committee Regulation
- Attachment 4. Compensation Committee Regulation
- Attachment 5. Regulations of the Audit Committee
- Attachment 6. ESG Committee Regulation
- Attachment 7. Kakao Ethics Regulation
- Attachment 8. Disclosure Information Management Regulation
- Attachment 9. Compliance Control Standards
- Attachment 10. Internal Accounting Management Regulation
- Attachment 11. Governance Charter
- Attachment 12. Risk Management Regulation

## **Attachment A**

# **Compliance Status of Core Indicators for Corporate Governance**

Category	Key Indicators		od of sure) liance	Detailed Explanation of Compliance Labeling	(Period Subject to Disclosure Immediately before) Compliance		Remarks
			X		0	X	
	① Announcement of convening four weeks before the General Shareholders' Meeting*	0		Notice of convening four weeks before the General Shareholders' Meeting	0		
	② Implementing the electronic voting system*	0		Introduction and use of electronic voting from the 2015 regular General Shareholders' Meeting	0		
Shareholders	General Shareholders' Meeting held on a day.     other than the "most concentrated dates" for General Shareholders' Meetings	0		Participation in the voluntary compliance program to disperse General Shareholders' Meetings from 2018 and held on a day other than the "most concentrated dates" for General Shareholders' Meetings	0		
	Notify shareholders of dividend policy and dividend implementation plan at least once a year**	0		In February 2022, the Board of Directors established a mid- to long-term shareholder return policy. The total shareholder return period is three years, and we plan to return 15% to 30% of FCF on a separate annual basis for each of the business years 2021 to 2023.		X	
	© Establishment and operation of CEO succession policy (including emergency appointment policy)	0		Has a stipulated policy on CEO succession	0		
Board of	Establishment and operation of internal control policy	0		On March 29, 2022, the Board of Directors approved a stipulated risk management policy covering the entire company and appointed a risk management manager.		X	
Board of Directors	⑦ Separation of the Board of Directors Chairperson and the Representative Director		X	An inside director who is not the Representative Director is the Chairperson of the Board		X	Independent Director appointed as Board Chairperson as of March 30, 2023; complying as of the report submission date
	Adoption of a concentrated voting system		X	According to the Articles of Incorporation, the concentrated voting system has not been adopted.		X	
	Whether or not policies are established to	0		Established and complied with relevant policies	0		

	prevent the appointment of executives by those responsible for damage to corporate value or infringement of shareholder rights						
	Whether any independent directors have served for more than six years	0		No independent directors with long-term tenure of more than six years	0		
	① Provide training for internal auditing. organizations at least once a year**	0		Training is provided for internal audit organizations at least once a year.	0		
	② Establishment of an independent internal audit. department (an organization supporting internal audit work)		X	The Audit Committee support organization under the Finance Planning Division is in place.		X	An independent internal audit organization with expertise is to be set up by the end of 2023
Audit Bodies	Whether there are accounting or finance experts. in the internal audit body	0		The Audit Committee chairperson is an accounting/financial expert.	0		
	Whether the internal auditing body holds.     meetings with external auditors at least once a quarter without management participation**	0		Meetings are held at least once every quarter.	0		
	(B) Whether procedures are in place for the internal. audit body to access material management- related information	0		Procedures are established following the Regulations of the Audit Committee.	0		

<sup>-</sup> The preparation date is as of the report submission date (\*Items are based on the regular General Shareholders' Meeting immediately before the report submission date / \*\*Items are to determine whether the relevant contents have been fulfilled within the period subject to disclosure)