

Rules of Operation of the Board of Directors

Revised order	Revised date
0	1975.02.01.
1	1994.12.01.
2	2004.06.01.
3	2009.01.01.
4	2011.07.01.
5	2014.04.29.
6	2014.12.23.
7	2015.06.25.
8	2017.06.16.
9	2019.02.27.
10	2019.08.05.
11	2021.12.13.
12	2022.03.21.
13	2022.05.27.
14	2023.04.24.
15	2025.11.03.

1. Purpose

The purpose of this Operational Regulations of the Board of Directors (“Regulations”) is to prescribe the matters pertaining to the detailed operational procedures of the Board of Directors (“BOD”) as stipulated by the Articles of Incorporation.

2. Scope of Applications

With respect to matters pertaining to the BOD, these Regulations shall apply unless those are stipulated otherwise in the Articles of Incorporation. If there is no stipulated provision in these regulations or if there is objection to its application, the resolution of the BOD shall apply.

3. Definitions

3.1 Board of Directors

The Board of Directors refers to an institution constituted by directors to determine the matters pertaining to the company's business execution.

4. Responsibility and Authority

4.1 Board of Directors

4.1.1 The Board of Directors shall be comprised of all Directors and divided into regular and special BOD meetings.

4.1.2 In principle, the regular board of directors shall be held once a quarter.

4.1.3 Special BOD meetings shall be held when there is an urgent agenda.

4.2 Chairperson of BOD

4.2.1 The Representative Director (President) of POSCO FUTURE M shall chair the board of directors and preside over BOD meetings.

4.2.2 The Chairperson, if necessary, may invite the person in charge to the BOD to express opinions on the relevant work and participate in the discussion. However, in this case, the voting right cannot be exercised.

4.2.3 If the Representative Director who is the chairperson of the BOD is unable to attend the BOD meeting, the vice president, the senior managing director, and the managing director shall convene the meetings on the foregoing order and perform the duties of the Chairperson.

4.2.4 The Chairperson may take necessary actions when there is no time to convene a meeting of BOD for urgent matters. Pertaining to the urgent action, the chairperson shall report it to the next BOD meeting to obtain the approval.

4.3 Convening of the BOD Meeting

4.3.1 The Chairperson of the BOD shall convene BOD meetings.

4.3.2 Any director, other than the Chairperson of the BOD, may make a request to the Chairperson to convene

a BOD meeting by giving the Chairperson the reason and agenda of such meeting.

4.3.3 In case the Chairperson of the BOD does not convene the BOD meeting without giving a proper reason, other directors may convene a meeting.

5. Committees

In accordance with the AOI, the operation of the special committees under the Board (“Committees”), excluding the Audit Committee, shall be governed by the following provisions.

5.1 Committee Composition

5.1.1 The members of the Committee (“Committee Members”) shall be appointed by the Board.

5.1.2 The External Director Nomination Committee shall consist of all the outside directors and 1 inside director.

5.1.3 The ESG Committee shall consist of all the outside directors.

5.1.4 The Compensation Committee shall consist of 3 outside directors and 1 inside director.

5.2 Committee Chair

5.2.1 The Board appoints the chair of each Committee (“Committee Chair”) from among the outside directors.

5.2.2 A Committee Chair shall represent the Committee and exercise overall control over its affairs.

5.2.3 When a Committee Chair is unable to attend a meeting, a member appointed by the Committee Chair shall act on behalf of the Committee Chair.

5.3 Convening a Meeting of Committee

5.3.1 A meeting of Committee shall be convened by the respective Committee Chair.

5.3.2 The Chief Executive Officer or a Committee Member may request the Committee Chair to convene a meeting of Committee.

5.4 Submission of Matters to the Board of Directors

A Committee may refer its delegated matters to the Board if it is deemed necessary that such matters should be deliberated and resolved by the Board.

5.5 Agenda for Committee Discussions

5.5.1 The External Director Nomination Committee shall discuss the matters listed in Annex 2.

5.5.2 The ESG Committee shall discuss and be informed of the matters listed in Annex 3.

5.5.3 The Compensation Committee shall discuss the matters listed in Annex 4.

5.6 Duty to Notify

Committees shall notify each Director of the resolutions made by the Committees. If any Director has an objection to a resolution of the Committee, he or she may request the convening of a meeting of Board within two (2) business days from the date of receipt of the resolution notice. The Board may re-deliberate and re-resolve the matters that were subject to resolution of the Committee, except for the items subject to inherent powers of the Committees granted by applicable laws.

5.7 Application

This Operating Rules shall apply mutatis mutandis to the procedures for convening a meeting of the Committee, proposals, explanations of agenda items, formation and resolutions, attendance of relevant persons, and minutes.

6. Convocation Procedure

6.1 Proposals of Agenda

6.1.1 Any department that wishes to make a proposal shall, through the head of department in charge of the administration of BOD meetings, submit the request form and summary of its proposal to the Representative Director.

6.2 Convening of the BOD Meeting

5.2.1 The head of department in charge of the administration of BOD meetings shall deliver a convocation notice and agenda to each director and auditor at least one day prior to the date set for any such meeting. However, the above procedures may be omitted with the consent of all directors and auditors before any such meeting.

6.3 Briefing of Proposed Agenda

5.3.1 The officer in charge of the proposed agenda shall brief the proposed agenda to the BOD, provided, however, that a person in charge may take the place of the officer to brief the BOD on the proposal.

6.4 Documentation of BOD Meeting Minutes

7. Documentation and Management

7.1 Documentation of Meeting Minutes, etc.

7.1.1 The head of the department in charge of the administration of the BOD meetings shall prepare the minutes. The minutes shall set forth the agenda, proceedings of the meeting, results, objecting party and reason(s) for objection, and be affixed with the seals and names of or signed by the directors present at the meeting.

7.2 Retention Period

7.2.1 The original copy of the minutes shall be kept by the department in charge of the administration of the BOD meeting for ten years. The department in charge of the proposal shall keep a photocopy of the minutes for ten years.

8. Relevant Documents

8.1 Matters to be referred to the BOD (Attached Table 1)

8.2 Matters to be referred to the External Director Nomination Committee (Attached Table 2)

8.3 Matters to be referred to the ESG Committee (Attached Table 3)

8.4 Matters to be referred to the Compensation Committee (Attached Table 4)

8. Attachment

Document No.	Document Name	Remarks
PCP-A-101-F01	BOD meeting minutes	-
PCP-A-101-F02	Proposal Request Form	-
PCP-A-101-F03	BOD Convocation Notice	-

Attached Table 1. Matters to be referred to the BOD

1. Matters Pertaining to the General Meeting of Shareholders

- A. Convening of the general meeting of shareholders
- B. [Approval of] balance sheet, income statement, statement of appropriation of retained earnings or statement of disposition of deficit, auxiliary statements in every settlement term, and business reports
- C. Changes in the Article of Incorporation
- D. Remuneration and retirement allowance of directors and auditors
- E. Other issues requiring resolution of the general meeting of shareholders

2. Matters Pertaining to the Management of the Company

- A. Establishment of mid and long-term business plans (mid and long-term business policies and plans, business rationalization plans, etc.)
- B. Business plans, and budget and settlement for each quarter (or each settlement term).
- C. Appointment of the representative director, president, vice-president, senior managing director, or managing director among executive directors
- D. Approval of appointment of non-registered executives(officers) for key positions (finance, planning)
- E. Detailed operational regulations for remuneration for directors and auditors

F. Remuneration and retirement allowance of non-registered executives

G. Establishment, amendment and repeal of the following:

- (1) Operational regulations for the BOD
- (2) Internal accounting management regulations
- (3) Operational regulations for the Committees
- (4) Establishment, amendment and repeal of other important internal regulations

3. Matters Pertaining to Investment & Finance

- A. New external investments, capital increase and disposal of share in the invested entity.
- B. Investment in projects with a total equity of 1% or more
- C. Acquisition and disposal of fixed assets and important investment assets with total equity of 1% or more
- D. Issuance of new shares
- E. Purchase or disposal of treasury stock
- F. Cancellation of shares by gains
- G. Important borrowings (new long-term borrowings)
- H. Issuance of convertible bonds
- I. Issuance of bonds with warrant to subscribe to new shares
- J. Donations (exceeding KRW 50 million)
- K. Deficits disposal (exceeding KRW 600 million)

4. Others

- A. Transactions with specially-related persons, as prescribed in the Monopoly Regulation and Fair Trade Act
(5/100 or more or KRW 5 billion or more of the total capital or capital, whichever is greater)
 - (1) Transactions offering or trading funds such as prepayments or loans
 - (2) Transactions offering or trading marketable securities such as stock or corporate bond
 - (3) Transactions offering or trading assets such as real estate or right of intangible **property**
- B. Claim or settlement of important lawsuit
- C. Appointment of transfer agent
- D. Matters pertaining to the provision of collateral, debt guarantees, debt underwriting, and others that may cause the company to bear debts
- E. Establishment, relocation, or closure of domestic or global branches
- F. Closing of stock book (shareholder list)
- G. Other matters that a director deems, needs a resolution from the BOD
- H. Appointment of compliance officer, establishment and amendment of the compliance policies

5. Matters Requiring Report to the BOD

- A. Other matters that are considered important to the operations of the Company's business
- B. Other matters that require report to the BOD by the relevant laws

Attached Table 2. Matters to be referred to the External Director Nomination Committee

- 1. Vetting and qualification screening of inside director candidates**
- 2. Examination of qualifications for outside director candidates; recommendations at shareholders' meetings**
- 3. Other matters necessary to recommend candidates for outside directors**

Attached Table 3. Matters to be referred to the ESG Committee

1. Advance deliberation of transactions of Matters related to concerning potential shareholder damage and conflicts of interest

A. Transactions of specially related persons of the Company as set forth in the Korean Commercial Code and matters related to internal transactions under the Korean Monopoly Regulation and Fair Trade Act.

B. Investment plan for new business and investment plan for the existing business investment plan for the existing business

C. The issuance of new shares

D. Disposal of treasury stocks and comprehensive share exchange

E. M&A and Merger through division

F. Other matters concerning a material impact on shareholder value (capital decrease, Asset Transfer, Business Transfer)

2. Matters of importance relating to ESG practices

Attached Table 4. Matters to be referred to the Compensation Committee

1. Matters concerning to implementation of (i) the evaluation of management and (ii) the formulation and implementation of compensation plans

2. Advance deliberation on matters concerning (i) the evaluation of management and (ii) the formulation and implementation of compensation plans

3. Advance deliberation on matters concerning remuneration and severance package of directors