

# Compensation Committee Charter

Enforcement date : 2022. 12. 14.

Amendment date : 2024. 02. 15.

## Article 1 (Purpose)

1.1 The purpose of this Charter is to ensure transparency of the management and specify the matters necessary for efficient operation of the Compensation Committee (the "Committee") pursuant to the Articles of Incorporation and the Regulation of Board of Directors of Lunit Inc. (the "Company").

## Article 2 (Scope of Application)

2.1 This Charter shall apply with respect to any matters not prescribed in the relevant laws and regulations, the Articles of Incorporation, or the Regulations of the Board of Directors.

## Article 3 (Composition)

3.1 Members of the Committee shall be appointed or dismissed by the resolution of the Board of Directors.

3.2 The Committee shall consist of two or more directors; provided, however, that one or more members shall be independent directors.

3.3 The term of office of the Member will be the term of office of the director, and a director may be reappointed.

3.4 If the number of Members specified in Paragraph (2) above does not meet the composition requirement due to a resignation of a Member or any other cause, the Board of Directors shall newly appoint a qualified director within 3 months. However, when it is necessary to appoint an officer to directorship, the officer shall be appointed as a Director at the first general meeting of shareholders to be held from the vacancy occurrence date, and then be appointed as the new member of Committee by the Board of Directors that is subsequently convened after general meeting of shareholders.

3.5 A director who has been appointed to fill a vacancy shall have the same remaining term as that of his/her predecessor.

## Article 4 (Chairperson)

4.1 The chairperson shall be elected by the resolution of Committee. The Chair will set the agenda for

Committee meetings and conduct the proceedings of those meetings.

- 4.2 In case the chairperson is unable to serve, the most senior member by date of appointment to the Committee will chair the meeting on the chairperson's behalf. If there is more than one member who was appointed on the same date, then the chairperson will be chosen by seniority based on birth date.

#### **Article 5 (Responsibilities)**

The principal responsibilities and duties of the Committee include:

- 5.1 Periodically review the Company's overall executive compensation strategies, including but not limited to base salary, incentive compensation and equity-based grants, to assure that they promote shareholder interests and supports the Company's strategic and tactical objectives;
- 5.2 Annually review and approve the goals and objectives to be considered in determining the compensation of the executive directors and evaluate their performance in light of these goals and objectives;
- 5.3 Determine and approve the base salary, cash-based incentive compensation and equity-based compensation paid to the board of directors and senior executives (if applicable);
- 5.4 Recommend to the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's outside directors, including compensation for service on the Board or on committees of the Board.
- 5.5 Review and discuss any disclosure in the annual reports for the Company's annual meeting regarding the Company's compensation policies as required by the applicable laws and regulations.
- 5.6 The Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

#### **Article 6 (Convocation of Meeting)**

- 6.1 The Committee shall convene a meeting bi-annually or whenever a matter subject to deliberation or resolution occurs, as determined by the chairperson.
- 6.2 The meeting of the Committee shall be convened by the chairperson.
- 6.3 In convening the meeting of the Committee, the date of the meeting shall be decided and notified to every Member at least 24 hours prior to the date set for such meeting.

- 6.4 The notice of convocation under Paragraph (3) may be made in writing or electronically and the chairperson may determine the details thereof.
- 6.5 With the consent of all members, the convocation procedure under Paragraph (3) may be omitted.
- 6.6 Any Member may request the chairperson to convene a meeting of the Committee, stating the agenda and the reason. If the chairperson does not convene the meeting of the Committee without a reasonable cause, the Member who has requested to convene the meeting may convene the Committee's meeting.
- 6.7 The Committee may decide to postpone or continue the meeting, and in convocation procedure may be omitted.

#### **Article 7 (Resolutions)**

- 7.1 The resolution of the Committee shall be adopted by an affirmative vote of a majority of the Members present at a meeting where the majority of the incumbent Members are present.
- 7.2 The Committee may allow all or some of the Members to participate in a resolution via telecommunication equipment through which all Members are able to send and receive voices at the same time, without being present in person at the meeting. In this case, the relevant Member shall be deemed to be present in person at the meeting of the Committee.
- 7.3 Any Member of the Committee has a special interest in the matter subject to the Committee resolution may attend the meeting to share his/her opinion. In such case, Member shall not exercise his/her vote upon such matter.
- 7.4 The number of voting rights which cannot be exercised according to Paragraph (3) shall not be included in the number of voting rights of the Committee members present.

#### **Article 8 (Matters Requiring Resolutions)**

The Committee may form resolution for the following items:

- 8.1 Limits of the remuneration of registered directors to be submitted to the general meeting of shareholders;
- 8.2 Matters related to compensation system for outside and executive directors; and
- 8.3 Other matters related to compensation for directors delegated by the Board of Directors.

#### **Article 9 (Hearing of Opinion from Relevant Persons)**

9.1 When it is deemed as necessary, the Committee may call on officers, employees or outside personnel involved with the subject matter to attend the Committee meeting, and listen to their opinions.

9.2 The Committee may seek expert advice at the expense of the Company if deemed necessary by the resolution of the Committee.

#### **Article 10 (Obligation for Notice)**

10.1 When any resolution is made, the Committee shall inform each and every director of the Company.

10.2 After receiving notice as provided in above Paragraph 1, or attending the meeting, directors may convene Board of Directors meeting and make a new resolution concerning the resolution made at the Committee.

10.3 Directors will be assumed to have agreed on the initial resolution made by the Committee unless any objection is raised by directors within 2 business days from the date of receiving the resolution notice.

10.4 If any agenda submitted to the Committee discussion contains important matters that needs to be subject to the deliberation of the Board of Directors, said agenda may be submitted to the Board of Directors' meeting.

#### **Article 11 (Minutes of Meetings)**

11.1 Minutes of every meeting of the Committee shall be recorded.

11.2 The minutes of the meeting shall state the agenda, proceedings, results, those who object and the reason for the objection, and then be signed or sealed by the Members present at the meeting.

#### **Article 12 (Secretary)**

12.1 The Committee may appoint a Secretary who should be designated by the chairperson in order to handle the Committee's administrative affairs.

12.2 The secretary shall be responsible for assisting the Chairperson and managing overall administrative works for the Committee.

#### **Article 13 (Compensation and Expenses)**

13.1 Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the chairperson. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as determined by

the Board in accordance with applicable laws and regulations.

13.2 Expenses required for the meetings and other operations shall be borne by the Company.

**Article 14 (Other)**

14.1 The Committee may enact and implement detailed guidelines on matters determined necessary to achieve the purpose of this Charter.

**Article 15 (Amendment and Abolishment of Charter)**

15.1 Amendment and abolishment of this Charter shall be made by the resolution of the Board of Directors.

15.2 For other matters not specifically defined by this Charter, Articles of Incorporation, the Regulation of Board of Directors and other applicable laws and regulations shall be applied.

**Addendum (Date of enforcement.)**

**Article 1 (Enforcement Date)**

This Charter shall be effective as of 2022. 12. 14.

**Addendum (Date of enforcement.)**

**Article 1 (Enforcement Date)**

This Charter shall be effective as of 2024. 02. 15.