Corporate Governance Charter

Preamble

Sanil Electric Co., Ltd. (the "Company") hereby establishes this Corporate Governance Charter based on the belief that the establishment of a transparent and sound governance structure is the cornerstone of management activities for sustainable growth. Based on this Charter, the Company will do its utmost to promote the rights and interests of shareholders, protect the rights of various stakeholders, and enhance corporate value, thereby leaping forward as a company trusted by customers and society.

Chapter 1: Shareholders

Article 1 (Rights of Shareholders)

1. Shareholders, as owners of the Company, possess basic rights guaranteed by law, such as the right to participate in profit distribution, the right to attend and exercise voting rights at general meetings of shareholders, and the right to receive timely information necessary for the exercise of shareholder rights.
2. Matters that bring about significant changes to the Company's existence and shareholder rights, such as amendments to the Articles of Incorporation, mergers, business transfers or acquisitions, and capital reductions, shall be decided at the general meeting of shareholders in a direction that maximizes the protection of shareholder rights.
3. The Company shall provide sufficient information on the date, location, and agenda of the general meeting of shareholders in a timely manner so that shareholders can easily exercise their voting rights.

Article 2 (Fair Treatment of Shareholders)

1. Shareholders shall have one voting right per ordinary share, and the Company shall treat all shareholders fairly.
2. The Company shall provide necessary information to shareholders in a timely,

sufficient, and easy-to-understand manner. Even when disclosing information that is not subject to mandatory disclosure, it shall be provided fairly to all shareholders.

3. The Company operates an effective internal control system to protect shareholders from illegal internal transactions and self-dealing.

Article 3 (Responsibilities of Shareholders)

1. Shareholders should recognize that the exercise of their voting rights can affect the management of the Company and should endeavor to actively exercise their voting rights in a direction that contributes to the Company's development and interests.
2. Controlling shareholders should act for the interests of the Company and all shareholders and should endeavor not to cause damage to the Company and other shareholders through actions contrary to this.

Chapter 2: Board of Directors

Article 4 (Functions of the Board of Directors)

1. The Board of Directors (the "Board"), as the highest decision-making body of the Company, possesses comprehensive authority regarding management and deliberates and decides on the establishment of core management strategies and major matters.
2. The Board manages and supervises the performance of duties by the management and performs independent and substantive management oversight functions.

Article 5 (Composition of the Board and Appointment of Directors)

1. The Board shall be composed of a size that allows for prudent discussion and decision-making, and independence shall be secured by composing the majority of the total directors with outside directors.
2. The Board shall be composed of competent individuals with expertise, accountability, and diversity, and the term of office of the appointed directors

shall be guaranteed unless there are special circumstances.

3. Persons responsible for damaging corporate value or infringing upon shareholder rights shall be excluded from appointment as directors.

Article 6 (Outside Directors)

1. Outside directors shall have no significant interest in the Company and shall supervise the management and provide substantive advice through independent decision-making.
2. Outside directors may request the provision of information necessary for the performance of their duties and, if necessary, may receive advice from external experts at the Company's expense.
3. Outside directors shall limit excessive concurrent positions so as not to hinder the faithfulness of their duty performance.

Article 7 (Operation of the Board)

1. The Board shall be held regularly, and for smooth operation, the Board operation regulations stipulating authority and responsibilities, etc., shall be prepared.
2. The Company shall prepare and keep minutes of the Board meetings and disclose the activity history of individual directors (attendance rate, whether they voted for or against agendas, etc.).

Article 8 (Duties and Responsibilities of Directors)

1. Directors shall perform their duties in a direction that best serves the interests of the Company and shareholders in accordance with the duty of care as a prudent manager and the duty of loyalty.
2. If a director violates laws or the Articles of Incorporation or neglects their duties, causing damage to the Company or a third party, they shall be liable for damages. In the event of intentional acts or gross negligence, they may also be held liable to third parties.
3. The Company may subscribe to directors' and officers' (D&O) liability insurance at the Company's expense to support the fulfillment of directors' responsibilities and the appointment of competent talents.

4. Directors shall perform their duties by considering the interests of the Company and shareholders as the top priority and shall not exercise authority for the benefit of themselves or third parties.
5. Directors shall not leak the Company's secrets acquired in the course of performing their duties to the outside or use them for the benefit of themselves or third parties.

Article 9 (Committees within the Board)

1. The Board shall establish committees within the Board composed of an appropriate number of personnel to perform specific functions and roles.
2. The majority of committees within the Board shall be composed of outside directors.
3. The composition, operation, and authority of the committees shall be stipulated in writing. The committees shall deliberate and decide on matters delegated by the Board and report the results to the Board.

Chapter 3: Audit Bodies

Article 10 (Auditors)

1. The Company shall have one or more full-time auditors through a resolution of the general meeting of shareholders, and matters regarding the appointment and dismissal of auditors shall be in accordance with relevant laws and the Articles of Incorporation.
2. Auditors shall perform their duties independently from the Board and management and audit accounting and general business affairs.
3. Auditors may freely access information regarding accounting and business at any time as necessary for the performance of their duties, may request reports from directors, or may investigate the status of the Company's business. If necessary, they may request advice from external organizations and experts at the Company’s expense.
4. Auditors may attend Board meetings to state their opinions, form audit opinions

by fulfilling the duty of care, and report them to the general meeting of shareholders.

5. Auditors shall prepare records of their audit activities.

Article 11 (External Auditor)

1. The external auditor shall be substantially guaranteed independence from the Company and management and shall perform audit duties fairly from an independent standpoint.
2. The external auditor shall report important matters identified during audit activities to the audit body and attend the general meeting of shareholders to answer questions from shareholders regarding the audit report.

Chapter 4: Stakeholders and Disclosure

Article 12 (Protection of Stakeholders' Rights)

1. The Company shall endeavor to fulfill its corporate social responsibility toward various stakeholders such as customers, employees, shareholders, suppliers, and local communities.
2. The Company shall faithfully protect the rights of stakeholders in accordance with laws and contracts and endeavor to respect the rights of workers and enhance their quality of life.
3. The Company shall comply with creditor protection procedures in accordance with relevant laws for matters that significantly affect the status of creditors, such as mergers, divisions, and capital reductions.

Article 13 (Disclosure)

1. In addition to matters subject to disclosure under laws, the Company shall promptly and accurately disclose information that significantly affects the decision-making of shareholders.
2. The Company shall disclose information such that all stakeholders can access it simultaneously without discrimination and shall endeavor to write the content in an easy-to-understand manner.

3. The Company shall designate a disclosure officer and ensure that the Company's important information can be promptly delivered to the disclosure office.