Board of Directors

Operating Regulations

Department in Charge	Board Support Department
Established	June 30, 2009
1st Amended	May 11, 2016
2nd Amended	August 9, 2022
3rd Amended	March 24, 2023
4th Amended	March 17, 2026

Article 1 [Purpose] These regulations aim to stipulate matters necessary for the efficient operation of the Board of Directors of Seegene Inc. (hereinafter, the "Company").

Article 2 [Scope of Application] Matters concerning the Board of Directors shall be governed by these regulations, except as otherwise provided by law or the Articles of Incorporation.

Article 3 [Authority] The Board of Directors shall resolve matters stipulated by law or the Articles of Incorporation, matters delegated by the General Meeting of Shareholders, and significant matters regarding the Company's management policies and execution of duties.

Article 4 [Duties]

① Directors shall faithfully perform their duties for the benefit of the Company and its shareholders. In performing such duties, directors shall protect the interests of all shareholders and treat them fairly and equitably.

② Directors shall not use company management information obtained during the performance of their duties for purposes other than board operations, nor shall they disclose such information to any third party.

Article 5 [Composition of the Board of Directors] The Board of Directors shall be composed of all registered directors elected at the General Meeting of Shareholders.

Article 5-1 [Committees within the Board]

① The Board may establish committees within the Board as provided in the Articles of Incorporation.

② Except for the following matters, the Board may delegate its authority to a committee:

1. Proposal of matters requiring the approval of the General Meeting of Shareholders
2. Appointment and removal of the Representative Director
3. Establishment of committees and appointment and dismissal of their members
4. Matters prescribed in the Articles of Incorporation

③ Detailed matters regarding the composition, authority, and operation of each committee shall be determined by a resolution of the Board of Directors.

Article 6 [Chairperson of the Board]

① The Chairperson of the Board shall be elected by the Board and shall preside over all Board meetings.

② If the Chairperson cannot perform their duties, a director designated by the Chairperson shall act on their behalf; if no designation is made, the Board shall decide.

③ The Chairperson shall maintain order during Board meetings and summarize discussions.

Article 7 [Convener]

① The Board shall be convened by the Chairperson. If the Chairperson is unable to perform their duties, the role shall be fulfilled according to Article 6, Paragraph 2.

② Any director may request the Chairperson to convene a Board meeting by submitting the agenda and its rationale. If the Chairperson fails to convene the meeting without justifiable reason, the requesting director may convene the meeting.

Article 7-1 [Meetings]

① The Board shall hold regular and extraordinary meetings.

② Regular meetings shall be held once per quarter.

③ Extraordinary meetings shall be convened as necessary.

Article 8 [Procedures for Convening]

① To convene a meeting of the Board of Directors, the date of the meeting shall be fixed, and a notice thereof shall be dispatched to each director at least seven (7) days prior to such date; provided, however, that there shall be no restriction on the method of such notice.

② The Board of Directors may, with the consent of all directors, hold a meeting at any time without following the procedures set forth in Paragraph 1.

③ For minor or urgent matters, the Board may adopt resolutions in writing without convening a meeting.

Article 9 [Method of Resolution]

① Resolutions of the Board shall be adopted by the presence of a majority of the directors and the affirmative vote of a majority of the directors present. However, resolutions of the Board concerning the appropriation of corporate opportunities and transactions between a director, etc. and the Company, as prescribed under the Commercial Act, shall require the approval of two-thirds (2/3) or more of the total number of directors.

② The Board may allow all or some directors to participate in a resolution by means of telecommunication devices through which all directors simultaneously transmit and receive video and audio, in lieu of attending such meeting in person. In such cases, the relevant directors shall be deemed to have attended the meeting in person.

③ The number of directors who are not eligible to exercise voting rights under the Commercial Act or the Articles of Incorporation shall not be counted toward the number of directors present.

④ A director who has a special interest in a resolution of the Board shall not exercise his/her voting right.

Article 10 [Matters to be Submitted to the Board]

① Matters to be submitted to the Board for resolution are as follows:

1. Matters for Board resolution as prescribed by the Commercial Act or the

Articles of Incorporation:

A. Convening of the General Meeting of Shareholders and approval of agenda items therefor (including approval of business reports and financial statements);
B. Appointment and dismissal of the Representative Director and Managers (as defined in the Commercial Act), and determination of Joint Representative Directors;
C. Establishment, relocation, or closure of branches, factories, offices, or places of business;
D. Issuance of new shares (including public offerings) and decisions on the treatment of forfeited shares and fractional shares;
E. Issuance of bonds (including convertible bonds and bonds with warrants) and decisions on matters related thereto;
F. Capitalization of reserves;
G. Approval of transactions between a director and the Company, approval of directors' competition, and the exercise of the right of intervention;
H. Decisions on simplified or small-scale mergers;
I. Cancellation of the grant of stock options;
J. Retirement of shares using distributable profits;
K. Decisions on quarterly dividends;
L. Decisions on the establishment, dissolution, capital increase, or capital reduction of subsidiaries; provided, however, that any capital increase of less than KRW 1 billion within a one-year period may be reported to the Board ex post facto;
M. Other matters prescribed by relevant laws or the Articles of Incorporation, matters delegated by the General Meeting of Shareholders, and any other matters that the Chairperson of the Board deems significant for the company's operations and submits to the Board.

2. Matters related to proposals to be submitted to the General Meeting of Shareholders, including:
   A. Transfer or acquisition of the whole or a significant part of the business; lease or delegation of management; and execution, amendment, or termination of profit-sharing agreements;
   B. Stock dividends and reduction of capital;

C. Establishment of a wholly-owned parent company or a wholly-owned subsidiary through comprehensive exchange or transfer of shares;
D. Amendments to the Articles of Incorporation;
E. Appointment and dismissal of directors, and determination of their remuneration;
F. Dissolution, merger, division, division-and-merger, or continuance of the Company;
G. Issuance of shares at a price below par value; H. Exemption of directors' liability to the Company;
H. Granting of stock options;
I. Establishment and approval of plans for the holding and disposition of treasury shares;
J. Other matters to be submitted to the General Meeting of Shareholders.

3. Matters concerning significant financial affairs, including:
A. Equity investment or disposal of equity interest exceeding 10% of equity capital;
B. Provision of collateral or debt guarantees exceeding 10% of equity capital (excluding performance and tax guarantees);
C. Debt assumption or release exceeding 10% of equity capital;
D. New facility investment or expansion exceeding 10% of equity capital;
E. Borrowings exceeding 10% of equity capital;
F. Acquisition or disposal of assets exceeding 10% of the total assets as of the end of the latest fiscal year;
G. Acquisition or disposal of tangible assets exceeding 10% of the total assets;
H. Asset revaluation;
I. Acquisition of treasury shares;
J. Tender offers;
K. Decisions on donations exceeding KRW 1 billion.

4. Other Matters
A. Other matters prescribed by relevant laws or the Articles of Incorporation, matters delegated `by the General Meeting of Shareholders, and any other matters deemed necessary by the `Chairperson.

B. Even if a matter does not fall under any of the foregoing items, any agenda item that may have a material impact on the Company's operations, including those related to corporate structure or capital transactions, may be submitted to the Board following a separate review process.

② Except for the following matters, the Board may, by its resolution, delegate a certain scope of its authority to the Representative Director:

1. Proposal of matters requiring the approval of the General Meeting of Shareholders;
2. Matters concerning business execution prescribed as matters to be submitted to the Board under these Regulations;
3. Other matters prescribed by applicable laws or the Articles of Incorporation to be determined by a resolution of the Board.

③ Matters to be reported to the Board are as follows:

1. Results of the handling of matters delegated to a committee within the Board;
2. Results of the handling of matters delegated to the Representative Director;
3. Any matters where the Audit Committee has recognized that a director has committed, or is concerned about committing, an act in violation of relevant laws or the Articles of Incorporation;
4. Other matters concerning significant operational business execution.

Article 11 [Attendance of Audit Committee Members] Audit Committee members may attend meetings of the Board of Directors and state their opinions.

Article 12 [Attendance of Related Personnel] The Chairperson may allow related executives or external experts to attend Board meetings to provide input when necessary.

Article 13 [Supervision of Directors' Duties]

① The Board may request a director to submit relevant materials, conduct an investigation, or provide an explanation if the director's execution of duties violates the law or the Articles of Incorporation, or is handled in a significantly inappropriate manner, or is likely to be so.

② In such a case, the Board may require the suspension or modification of such execution of duties, if deemed necessary.

③ Independent (outside) directors may obtain assistance or advice from external experts where necessary for the performance of their duties, and the Company shall bear the costs incurred therefrom.

Article 14 [Minutes]

① Minutes shall be prepared for Board meetings.

② Minutes shall record agenda items, proceedings, outcomes, dissenting opinions and
reasons, and be signed or sealed by all attending directors.

③ Shareholders may request to inspect or copy the minutes during business hours.

④ The Company may refuse inspection with justification; shareholders may seek court
approval to inspect or copy the minutes.

Article 15 [Approval of Transactions with Affiliates and Specially Related Persons]

① Transactions with affiliates or related parties require Board approval.

② Where the Company needs to engage in financial transactions with affiliates or specially related persons that fall outside the scope of its ordinary business operations, such transactions shall require the approval of two-thirds (2/3) or more of the total number of directors.

Article 16 [Support Organization]

① The Company may establish a support organization within the Company to facilitate the smooth operation of the Board of Directors and its committees, to collect relevant materials regarding matters for resolution, and to handle other requests from the Board and its committees.

② The support organization may request departments proposing agenda items to attend meetings and provide explanations.

[Supplementary Provisions]

These regulations shall come into effect on July 1, 2009.

These regulations shall come into effect on May 16, 2016.

These regulations shall come into effect on August 9, 2022.

These regulations shall come into effect on March 24, 2023.

These regulations shall come into effect on March 17, 2026.