



DHQ-GS-001
ARTICLES OF INCORPORATION

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ADDENDUM

Date	Reason for Amendment	Writer	Reviewer	Approver
2014. 04. 23	Established			
2015. 03. 31				
2015. 11. 20	Company Name Change			
2016. 06. 13				
2019. 03. 27	Amendment pursuant to Act on External Audit of Stock Companies and Act on Electronic Registration of Stocks, Bonds, etc.			



CHAPTER I. GENERAL PROVISIONS

Article 1 (Name) The name of the company shall be Doosan Bobcat *Chusik Hoesa* in Korean and Doosan Bobcat Inc. in English (hereinafter referred to as the “Company”). *[Amended on November 20, 2015]*

Article 2 (Purposes) The purposes of the Company are to engage in the following business activities:

- (1) Control, guide, foster and consult the management of other companies’ business, by acquiring and owning their shares or ownership interest;
- (2) Provision of common services to the companies under paragraph 1 above;
- (3) Management of intellectual properties rights such as brand and trademark, and license business;
- (4) Any and all businesses incidental to the foregoing objectives; and
- (5) Engagement and investment in businesses necessary or beneficial in relation with the foregoing purposes.

Article 3 (Location of Head Office and Establishment of Branches, etc.)

- (1) The head office of the Company shall be located in Seoul, Korea.
- (2) The Company may establish branches within and outside of Korea by resolutions of the Board of Directors, whenever necessary.

Article 4 (Method of Public Notice) Public notice by the Company shall be made on the Company’s website (<http://www.doosanbobcat.com>). In the event that it is not able to post on the Company website due to computer problems or other reasons beyond the Company’s control, the Company shall publish its notice in The Korea Economy Daily, which is published in Seoul Metropolitan City. *[Amended on June 13, 2016]*

CHAPTER II. SHARES

Article 5 (Total Number of Shares To be Issued) The total numbers of authorized shares shall be 400,000,000 shares.

Article 6 (Par Value) The par value of each share to be issued by the Company shall be 500 Korean Won. *[Amended on June 13, 2016]*

Article 7 (Different Classes of Shares)

- (1) The shares to be issued by the Company shall be ordinary shares and different classes of shares, both in registered form.
- (2) The different classes of shares to be issued by the Company shall be preferred shares with preferential right to dividend, preferred shares with preferential right to distribution of residual assets, non-voting or voting-restricted shares, convertible shares, redeemable shares, and a combination of all or part of such shares. *[Amended on March 31, 2015]*

Article 8 (Preferred Shares with Preferential Right to Dividend)

- (1) The Company may issue preferred shares with preferential right to dividend (hereinafter referred to as “Preferred Shares with Preferential Right to Dividend”) within the limits of 50% (1/2) of the total issued and outstanding shares. *[Amended on March 31, 2015]*
- (2) The dividend rate for Preferred Shares with Preferential Right to Dividend shall be determined by the resolution of the Board of Directors at the time of issuance thereof, at the rate of 1% (1/100) or more of their par value. *[Amended on March 31, 2015]*
- (3) If the dividend rate declared on ordinary shares exceeds the dividend rate declared on Preferred Shares with Preferential Right to Dividend, shareholders holding preferred shares may or may not be entitled to the excess



amount of dividend. *[Amended on March 31, 2015]*

- (4) If the Company issues new shares by paid-in capital increase or non-paid-in capital increase, the class of new shares to be issued and assigned to shareholders of Preferred Shares with Preferential Right to Dividend shall be, in case of paid-in capital increase, either of the same or different class by a resolution of the Board of Directors, and, in case of non-paid-in-capital increase, the same class shall be issued and assigned. However, with respect to redeemable shares, the new shares may not be assigned in the any case of paid-in capital increase or non-paid-in capital increase. *[Amended on March 31, 2015]*
- (5) If, for any fiscal year, dividends have not been paid on Preferred Shares with Preferential Right to Dividend, dividends for the subsequent fiscal year may be cumulative or non-cumulative. *[Amended on March 31, 2015]*

Article 8-2 (Preferred Shares with Preferential Right to Distribution of Residual Assets) *[Newly Added on March 31, 2015]*

- (1) The Company may issue preferred shares with preferential right to distribution of residual assets (hereinafter referred to as "Preferred Shares with Preferential Right to Distribution of Residual Assets") within the limits of 50% (1/2) of the total issued and outstanding shares.
- (2) With respect to Preferred Shares with Preferential Right to Distribution of Residual Assets, the scope of residual assets which may be preferentially distributed shall be determined by the resolution of the Board of Directors at the time of issuance thereof, which shall not exceed the issue price plus [30%] of the issue price per annum.
- (3) If the amount of residual assets per share distributed to shareholders of ordinary shares exceeds the amount of residual assets per share distributed to shareholders of Preferred Shares with Preferential Right to Distribution of Residual Assets, it may be participating or non-participating in respect of the excess residual assets..
- (4) If the Company issues new shares by paid-in capital increases or non-paid-in-capital increase, the class of new shares to be issued and assigned to shareholders of Preferred Shares with Preferential Right to Dividend shall be, in case of paid-in capital increase, either of the same or different class by a resolution of the Board of Directors, and in case of non-paid-in capital increase, the same class shall be issued and assigned. However, with respect to redeemable shares, the new shares may not be assigned in any case of paid-in capital increase or non-paid-in capital increase.

Article 8-3 (Non-voting or Voting-restricted Shares) *[Newly Added on March 31, 2015]*

- (1) In the event that the Company issues different classes of shares, the Company may issue non-voting shares within the limits of 50% (1/2) of the total issued and outstanding shares, to the extent permitted by the applicable provisions of the relevant laws and regulations.
- (2) In the event of issuing Preferred Shares with Preferential Right to Dividend as non-voting shares as set forth in the preceding Paragraph, and in case of a resolution passed not to pay dividends on Preferred Shares with Preferential Right to Dividend, then, Preferred Shares with Preferential Right to Dividend shall be deemed to have voting rights from the opening date of the General Meeting of Shareholders immediately following such General Meeting of Shareholders with the resolution, until the closing date of the General Meeting of Shareholders at which a resolution is passed in favor of payment of the preferred dividends.

Article 9 (Convertible Shares)

- (1) When issuing the different classes of shares, the Company may issue convertible shares, which may be converted by the shareholder or the Company into any other classes of shares by a resolution of the Board of Directors, within the limits of 50% (1/2) of the total issued and outstanding shares. *[Amended on March 31, 2015]*
- (2) The total issue price of new shares to be issued by the Company as a result of the conversion shall be equal to the total issue price of the original shares prior to the conversion.
- (3) The condition of conversion, number and other details of the shares to be issued as a result of conversion shall be decided by a resolution of the Board of Directors.
- (4) The period in which holders of convertible shares or the Company are entitled to request conversion shall be within ten (10) years, as determined by a resolution of the Board of Directors at the time of issuance of the convertible shares.
- (5) In regard to the payment of dividends on the new shares to be issued as a result of conversion, unless determined otherwise by a resolution of the Board of Directors at the issuance of such convertible shares, the provision of



Article 14 hereof shall be applied, mutatis mutandis. *[Amended on March 31, 2015]*

Article 10 (Redeemable Shares)

- (1) When issuing different classes of shares, the Company may, by a resolution of the Board of Directors, designate such shares as redeemable shares, which may be cancelled upon request for redemption by the shareholders or with the profit of the Company at the option of the Company, within the limits of 50% (1/2) of the total issued and outstanding shares. *[Amended on March 31, 2015]*
- (2) The redemption price of such redeemable shares shall be the amount equivalent to their issue price with any premium added (if any), and the amount of premium shall be determined by a resolution of the Board of Directors at the time of issuance of the redeemable shares in consideration of the dividend rate, interest rate, market condition and any other matters related to the issuance of such redeemable shares. However, in the event that the Company issues any different classes of shares with adjustable redemption price, the nature, reason, base date and method of such adjustment shall be decided by a resolution of the Board of Directors at the time of issuance thereof.
- (3) The period in which holders of redeemable shares are entitled to request for redemption shall be determined by a resolution of the Board of Directors within the period of ten (10) years from the time of issuance.
- (4) If the Company elects to cancel the redeemable shares, such shares may all be redeemed at once or in installments. However, in case of redemption in installments, the Company may designate the shares to be redeemed through lottery or on a pro rata basis, and any fractional shares arising from redemption on a pro rata basis shall not be redeemed.
- (5) In case of redemption of the redeemable shares, the Company shall provide a public notice of its intention of redemption, shares to be redeemed and request of submission of the relevant share certificates within a specific period which shall be more than one (1) month, and shall provide an additional notice to the relevant shareholders and pledgees registered in the shareholder's registry. Upon the expiration of such period, the Company shall redeem the redeemable shares.
- (6) In case redemption rights have been granted to shareholders, the shareholder may, at their own discretion, request redemption of the redeemable shares at once or in installments. In such case, the shareholders shall notify the Company of their intention for redemption and the shares to be redeemed. However, if the profit available for dividend of the Company at the time of request of redemption is not sufficient to redeem all of the shares to be redeemed at once, the Company may redeem installments, and in such case, the Company may designate the redeemable shares to be redeemed by lottery or on a pro rata basis, and any fractional shares arising from installment redemption shares shall not be redeemed.
- (7) If the Company elects to issue the redeemable shares which may be redeemed at the Company's option as the convertible shares, a priority between the exercise of a shareholder's right of conversion and redemption of shares at the option of the Company may be established.

Article 11 (Types of Share Certificates) Instead of issuing share certificates and subscription right certificates, the Company shall electronically register rights which should be indicated on shares and subscription right certificates in the electronic register of the electronic registration institution. *[Amended on March 27, 2019]*

Article 12 (Preemptive Rights to New Shares)

- (1) Each shareholder shall have a preemptive right to subscribe for the new shares that may be issued by the Company in proportion to the number of shares owned by such shareholder. For any new shares for which a shareholder waives or forfeits his/her preemptive rights to subscribe or any fractional shares arising as a result of allocation of new shares, the method of dealing with such new shares or fractional shares shall be determined by a resolution of the Board of Directors.
- (2) Notwithstanding the provision of subsection (1) above, the new shares may be issued to persons other than the Company's shareholders by a resolution of the Board of Directors, if the Company: *[Amended on June 13, 2016]*
 1. Offers new shares to the public or has an underwriter subscribe for such public offering, to the extent that the number of such new shares does not exceed 50% (50/100) of the total number of issued and outstanding shares; *[Newly Added on June 13, 2016]*
 2. Issues new shares for a capital increase by a public offering pursuant to Article 165-6 of the Financial Investment Services and Capital Market Act to the extent that the number of such new shares does not exceed 50% (50/100) of the total number of issued and outstanding shares; *[Newly Added on June 13,*



2016]

3. Issues new shares which are preferentially allocated to members of the employees share ownership association pursuant to Article 165-7 of the Act; *[Newly Added on June 13, 2016]*
 4. Issues new shares as a result of the exercise of stock options, pursuant to Articles 340-2 and 542-3 of the Commercial Act; *[Newly Added on June 13, 2016]*
 5. Issues new shares in accordance with issuance of depository receipts (DR) pursuant to Article 165-16 of the Financial Investment Services and Capital Market Act, to the extent that the number of such new shares does not exceed 50% (50/100) of the total number of issued and outstanding shares; or *[Newly Added on June 13, 2016]*
 6. Issues new shares to domestic and foreign financial institutions, affiliated companies, domestic and foreign joint venture companies, investors in kind or other investors, etc., in order to raise funds urgently, introduce technology, improve financing structure or to achieve any other management objectives, by a resolution of the Board of Directors, to the extent that the number of such new shares does not exceed 50% (50/100) of the total number of issued and outstanding shares. *[Amended on June 13, 2016]*
- (3) In case of issuing new shares, their class, number and price thereof shall be determined by a resolution of the Board of Directors.

Article 13 (Stock Options)

- (1) The Company may grant stock options to its officers and employees (including the directors, auditors and employees of the Company's affiliated company as defined in Article 542-3(1) of the Commercial Act and applicable hereinafter) pursuant to Article 542-3 of the Commercial Act by a special resolution of the general meeting of shareholders within 20% (20/100) of the total number of issued and outstanding shares and up to the limit under the applicable provision of the relevant laws and regulations. Notwithstanding the foregoing provision, such stock options may be granted by a resolution of the Board of Directors within 10% (10/100) of the total number of issued and outstanding shares up to the limit under the applicable provision of the relevant laws and regulations. *[Amended on June 13, 2016]*
- (2) In case the stock option is granted under the provisions of subsection (1) above, an approval thereof shall be obtained at the first general meeting of shareholders to be held after such grant of stock option. *[Amended on June 13, 2016]*
- (3) Those eligible for stock options shall be the Company's officers or employees who have contributed or are capable of contributing to the Company's management, overseas sales and marketing or technological innovation, etc., however, those who may be applicable to any of the followings shall be excluded: *[Amended on June 13, 2016]*
 1. The Company's largest shareholder (As described in Article 542-8(2)5 of the Commercial Act, and applicable hereinafter) and the specially related persons (As described in Article 33(4) of the Enforcement Decree of the Commercial Act). *[Amended on June 13, 2016]*
 2. The Company's significant shareholders (As described in Article 542-8(2)6 of the Commercial Act and applicable hereinafter) and the specially related persons, except a person who has become a specially related person by taking office as the Company's officer (Including an officer of the Company's affiliated company as defined in Article 542-3(1) of the Commercial Act) (Including an officer or an auditor who does not work for the affiliated companies). *[Amended on June 13, 2016]*
 3. A person who becomes a significant shareholder of the Company as a result of exercising the stock options. *[Amended on June 13, 2016]*
 4. Director of the relevant company in case the stock option is granted under the provisions of subsection (1) above. *[Amended on June 13, 2016]*
- (4) The shares to be issued upon the exercise of stock options (or, in case of the payment in cash or treasury share for a difference between the exercise price of stock options and the current market price, the share on the basis of which such difference is calculated) shall be ordinary shares in registered form. *[Article replaced on 13, 2016]*
- (5) The per-share price at which stock options are exercised shall not be lower than each of the prices listed below. This provision shall also be applicable in case of adjustment of the relevant stock option exercising price after the grant of stock options;
[Article replaced on June 13, 2016]
 1. If new shares are to be issued, the higher of (i) the market value of relevant shares on the date of such stock options granted; or (ii) the face value of relevant shares; and
 2. If treasury shares are to be transferred, the market value of relevant shares on the date of such stock options granted.
- (6) A stock option granted hereunder may be exercised during the period as provided in the resolution of the general



meeting of shareholders granting the stock option, within ten (10) years from the date of such resolution. However, the period of initial exercise may be changed according to the applicable provision of the relevant laws and regulations. *[Article replaced on June 13, 2016]*

- (7) A person who is granted a stock option is entitled to exercise the stock option only if he/she has been in office in the Company or employed by the Company at least for two (2) years from the date of the resolution pursuant to subsection (1) above; provided, however, that, if the person dies, or resigns from the office or retires from the Company within two (2) years from the date of the resolution pursuant to subsection (1) above due to the reason not attributable to the person (except for the reason of retirement age), such stock option may be exercised within the exercising period originally set. *[Article replaced on June 13, 2016]*
- (8) The provision of Article 14 hereof shall apply, *mutatis mutandis*, with respect to payment of dividends on the shares issued as a result of the exercise of stock options hereunder. *[Article replaced on June 13, 2016]*
- (9) The grant of a stock option may be cancelled by a resolution of the Board of Directors in any of the followings: *[Article replaced on June 13, 2016]*
 1. Where the relevant officer or employee has resigned voluntarily or retired from the Company after the grant of a stock option,;
 2. Where the relevant officer or employee has caused substantial damages to the Company by willful acts or negligence; or
 3. Where there is an occurrence of any event constituting a cause for cancellation as provided in relevant stock option agreement or the applicable provision of the relevant laws and regulations.

Article 14 (Record Date for Calculating Dividends for New Shares) When the Company issues new shares by rights issue, bonus issue, or stock dividend, with respect to the distribution of dividends on the new shares, the new shares shall be deemed to have been issued at the end of the fiscal year immediately preceding the fiscal year in which the new shares are issued.

Article 14-2 (Transfer Agent)

- (1) The Company shall appoint a transfer agent in respect of the shares. *[Newly Added on June 13, 2016]*
- (2) The Transfer Agent, its office and the scope of services to be provided by the Transfer Agent on behalf of the Company shall be determined by a resolution of the Board of Director and shall be notified publicly by the Company. *[Newly Added on June 13, 2016]*
- (3) The Company shall keep the list of shareholders or a copy thereof kept and maintained at the office of the Transfer Agent and shall entrust the Transfer Agent with the tasks of electronic registration of shares, management of lists of shareholders and any other matters related to shares.. *[Newly Added on June 13, 2016; Amended on March 27, 2019]*
- (4) The procedure of dealing with such matters as specified in subsection (3) above shall be subject to compliance with the Regulations for Securities Transfer Agent Services of the Transfer Agent. *[Newly Added on June 13, 2016]*

Article 14-3 (Report of Address, Name and Seal or Signatures of Shareholders, etc.)

- (1) Shareholders and pledge registrants shall report to the Transfer Agent as specified in Article 14-2 their names, addresses, seals or signatures, etc. *[Amended on June 13, 2016]*
- (2) In the event that any shareholder or pledge registrant has no address or does not reside within the Republic of Korea, he/she shall designate and report to the Transfer Agent his/her address to which and his/her agent to whom notices may be given by the Company within the Republic of Korea.
- (3) *[Deleted on March 27, 2019]*

Article 15 (Record Date of Entry in Shareholder's Registry)

- (1) The Company shall deem those shareholders whose names appear in the list of shareholders on December 31 of each year to be the shareholders who are entitled to exercise their rights as shareholders at the annual meeting of shareholders for the settlement of accounts for that fiscal year.
- (2) The Company may close the register of shareholders for a certain period of time, not exceeding three months, for the closing of the register of shareholders in order to determine the shareholders who may exercise their rights at the meeting of shareholders in case of convening a special meeting of shareholders or otherwise necessary, by a resolution of the Board of Directors, and in the event that the Board of Directors deems it necessary, the Company



may close the register of the shareholders and designate a record date at the same time. The Company shall give at least two (2) weeks' prior public notice of such.

CHAPTER III. BONDS

Article 16 (Issuance of Bonds)

- (1) The Company may issue bonds by a resolution of the Board of Directors.
- (2) The Board of Directors may delegate the power to issue bonds to the Representative Director within a period that shall not exceed one (1) year, by determining the amount and type of bonds.

Article 17 (Issuance of Convertible Bonds)

- (1) The Company may issue convertible bonds to persons other than the Company's shareholders by a resolution of the Board of Directors to the extent that their aggregate par value does not exceed 600 billion Korean Won, in case of any of the followings: *[Amended on June 13, 2016]*
 1. Where the Company issues convertible bonds through a general public offering; *[Newly Added on June 13, 2016]*
 2. Where the Company issues convertible bonds for the purpose of the foreign investment pursuant to the Foreign Investment Promotion Act, for the Company's managerial reasons; *[Newly Added on June 13, 2016]*
 3. Where the Company issues convertible bonds to domestic and foreign financial institutions, affiliated companies, domestic and foreign joint venture companies or other investors, etc., for the purpose of raising funds urgently, improving financing structure, introducing technology and any other managerial reasons; or *[Newly Added on June 13, 2016]*
 4. If the Company issues convertible bonds in foreign countries pursuant to Article 165-16 of the Financial Investment Services and Capital Market Act. *[Newly Added on June 13, 2016]*
- (2) In relation to the convertible bonds referred to in subsection (1) above, the Board of Directors may also issue such bonds on condition that only a part thereof be granted the right to convert to capital shares. *[Amended on March 31, 2015]*
- (3) The shares to be issued as a result of conversion of such bonds shall be ordinary shares or different classes of shares as prescribed herein, and the applicable conversion price shall be equal to or higher than the par value per share of such new shares, as determined by the Board of Directors at the time of issuance of such bonds. *[Amended on March 31, 2015]*
- (4) The period in which holders of convertible bonds are entitled to request conversion hereunder shall begin on the day after one (1) month has elapsed from the date of issuance thereof and end on the day immediately preceding the maturity date thereof; provided, however, that the period for requesting conversion may be adjusted by a resolution of the Board of Directors in accordance with the applicable provision of the relevant laws and regulations within the aforementioned period.
- (5) In relation to payment of dividends on the new shares to be issued as a result of conversion hereunder and the payment of interest on such convertible bonds, the provisions of Article 14 hereof shall apply, *mutatis mutandis*.

Article 18 (Issuance of Bonds with Warrant)

- (1) The Company may issue bonds with warrant to persons other than the Company's shareholders by a resolution of the Board of Directors to the extent that their aggregate par value does not exceed 600 billion Won, in case of any of the followings: *[Amended on June 13, 2016]*
 1. Where the Company issues bonds with warrant through a general public offering; *[Newly Added on June 13, 2016]*
 2. Where the Company issues bonds with warrant for the purpose of the foreign investment pursuant to the Foreign Investment Promotion Act, for the Company's managerial reasons; *[Newly Added on June 13, 2016]*
 3. Where the Company issues bonds with warrant to domestic and foreign financial institutions, affiliated companies, domestic and foreign joint venture companies or other investors, etc., for the purpose of raising funds urgently, improving financing structure, introducing technology and any other managerial reasons; or *[Newly Added on June 13, 2016]*



4. If the Company issues bonds with warrant in foreign countries pursuant to Article 165-16 of the Financial Investment Services and Capital Market Act. *[Newly Added on June 13, 2016]*
- (2) The total issue price of new shares which a holder of such bonds with warrant may subscribe for shall be determined by the Board of Directors, provided that the maximum issue price shall not exceed the aggregate face value of such bonds with warrants.
- (3) The shares to be issued as a result of the exercise of such warrant shall be ordinary shares or different classes of shares as prescribed herein, and the issue price thereof shall be equal to or higher than the par value per share of such new shares, as determined by the Board of Directors at the time of issuance thereof. *[Amended on March 31, 2015]*
- (4) The period in which holders of bonds with warrant may exercise such warrant hereunder shall begin on the day after one (1) month has elapsed from the date of issuance thereof and end on the day immediately preceding the maturity date thereof; provided, however, that such a period for exercising warrant may be adjusted by a resolution of the Board of Directors in accordance with the applicable provision of the relevant laws and regulations within the aforementioned period.
- (5) In relation to payment of dividends on the new shares to be issued as a result of the exercise of such warrant hereunder, the provisions of Article 14 hereof shall apply mutatis mutandis. *[Amended on March 31, 2015]*

Article 18-2 (Application of Provisions concerning Issuance of Bonds) The provisions of Articles 14-2 hereof shall apply mutatis mutandis to the issuance of bonds. *[Newly Added on June 13, 2016; Amended on March 27, 2019]*

Article 18-3 (Electronic Registration of Rights to be Indicated in Bonds and Subscription Warrants) Instead of issuing bonds and subscription warrants, the Company shall electronically register rights which should be indicated on bonds and subscription warrants in the electronic register of the electronic registration institution. *[Newly Added on March 27, 2019]*

CHAPTER IV. GENERAL MEETING OF SHAREHOLDERS

Article 19 (Time to Convene Meeting of Shareholders)

- (1) The Company's general meetings of shareholders shall consist of annual meetings and special meetings.
- (2) The annual meeting shall be convened within three (3) months after the end of each fiscal year and special meeting may be convened from time to time as necessary.

Article 20 (Person Authorized to Convene Meeting of Shareholders) Unless otherwise provided in the relevant laws and regulations, the meeting of shareholders shall be convened by the Representative Director of the Company or any other director designated by the Board of Directors pursuant to a resolution of the Board of Directors.

Article 21 (Notice of Convening Meeting of Shareholders)

- (1) In convening a meeting of shareholders, the Company shall give notice in writing to each shareholder of the date, time and place of the meeting and the list of agenda to be dealt with at the meeting, at least two (2) weeks prior to the date set for such meeting.
- (2) For shareholders holding one percent (1%) or less of the total number of issued and outstanding shares with voting rights, the Company may publish a public notice twice or more in Maeil Business Newspaper and The Korea Economy Daily which are newspapers published in Seoul Metropolitan City or by way of posting a public notice electronically pursuant to the relevant laws and regulations of its intention to convene such meeting and the list of agenda to be dealt with at the meeting, in lieu of providing such notice individually in writing as mentioned in subsection (1) above. *[Newly Added on June 13, 2016]*

Article 22 (Place of Meeting of Shareholders) The meeting of shareholders shall be held in the place where the head office of the Company is located and may also be held in any other place adjacent to it, if necessary.

Article 23 (Chairperson) The Company's Representative Director or any director otherwise designated by a resolution of the Board of Directors, if any, shall preside as chairperson for the meetings of shareholders.



Article 24 (Chairperson's Authority to Maintain Order)

- (1) In respect to any person who intentionally makes a statement to cause disturbance or otherwise engages in obstructive behavior at a general meeting of shareholders, the chairperson of a meeting of shareholders may order the cessation of the person's statement or order the person to leave the meeting..
- (2) The chairperson of a meeting of shareholders may limit the duration and the number of times of speech by each shareholder, whenever the chairperson deems it necessary to facilitate the proceedings of the meeting.

Article 25 (Shareholders' Voting Rights) Each shareholder shall have one (1) vote for each share he/she owns.

Article 26 (Limitation to Voting Rights of Cross-Held Shares) If the Company, its parent company and subsidiary, or a subsidiary of the Company owns more than ten percent (10%) of the shares of a third company, then the shares of the Company held by that third company shall have no voting rights.

Article 27 (Split Voting)

- (1) If a shareholder having more than two (2) votes wishes to split his/her votes at a meeting of shareholders, such shareholder shall notify the Company in writing of his/her intention to do so and the reason thereof at least three (3) days prior to the date set for the meeting.
- (2) The Company may refuse to allow the shareholder to split his/her votes, unless the shareholder acquired shares in trust or holds shares on behalf of a third party.

Article 28 (Exercise of Voting Rights by Proxy)

- (1) Each shareholder may exercise his/her vote by proxy.
- (2) In such a case, the proxy in subsection (1) above shall submit to the Company appropriate documents proving his/her authority to act as proxy (a power of attorney) prior to opening of the relevant general meeting of shareholders.

Article 29 (Method of Resolutions of Meeting of Shareholders) Unless otherwise provided in the relevant laws and regulations, all resolutions of a general meeting of shareholders shall be passed by the affirmative votes of a majority of the shares represented by the shareholders present at the meeting of shareholders, which shall not be less than a quarter (1/4) of the total number of issued and outstanding shares of the Company.

Article 30 (Voting by Mail)

- (1) Shareholders may exercise their voting rights by mail in lieu of attending the meeting of shareholders.
- (2) The Company shall enclose within the notice of convening of the meeting of shareholders the forms and other reference information necessary for shareholders to exercise their voting rights pursuant to subsection (1) above.
- (3) A shareholder who wishes to exercise his/her voting rights by mail shall fill in the forms referred to in subsection (2) above as required, and shall submit the said forms to the Company no later than the day immediately preceding the opening date of that meeting.

Article 31 (Minutes of Meeting of Shareholders) The proceedings and results of a meeting of shareholders shall be recorded in minutes, which shall be kept in the head office and branches of the Company after the chairperson and all directors present at the meeting have signed and sealed the same or affixed their signatures thereto.

CHAPTER V. DIRECTORS AND BOARD OF DIRECTORS

Article 32 (Number of Directors) The Company shall have a minimum of three (3) directors but not more than ten (10) directors, and the number of outside directors shall be more than the minimum requirement provided in the relevant laws and regulations. *[Amended on June 13, 2016]*

Article 33 (Appointment of Directors)

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This is an English translation version for the purpose of information, and only the Korean version is binding and effective.



- (1) The directors shall be appointed at a general meeting of shareholders.
- (2) A resolution for electing directors shall be passed by the affirmative votes of a majority of the shares represented by the shareholders present at the meeting of shareholders, which shall not be less than a quarter (1/4) of the total number of issued and outstanding shares.
- (3) In the event that two (2) or more directors are to be appointed at a general meeting of shareholders, the cumulative voting system under Article 382-2 of the Commercial Act shall not apply.

Article 34 (Term of Office of Directors)

- (1) The term of office of directors shall be three (3) years; provided, however, that such term of office may be otherwise designated, within the limit prescribed herein, at the general meeting of shareholders at which the resolution for appointment of the relevant director is adopted.
- (2) In the event that the term of office of directors expires before the closing of the annual meeting of shareholders in respect of the last period for the settlement of accounts, the term of office of directors shall be extended until the closing of the relevant annual meeting of shareholders.

Article 35 (Appointment of Directors in case of Vacancy) If there is a vacancy in the directors, a director shall be appointed at a general meeting of shareholders to fill such vacancy; provided, however, that this shall not apply if the number of the existing directors in office is not less than the number of directors provided in Article 32 hereof and no hindrance is caused to carrying on the Company's business thereby.

Article 36 (Appointment of Representative Director, etc.)

- (1) The Board of Directors shall appoint the Representative Director among the directors.
- (2) If necessary, the Board of Directors may appoint a chairman, a vice chairman, or a president from the directors or any other person who is not director, and also may authorize the Representative Director to appoint any other officer who may be deemed necessary.

Article 37 (Duties of Directors)

- (1) The Representative Director shall represent the Company and direct the Company's overall business.
- (2) If the Representative Director is unable to execute his/her duties, other director shall act as the Representative Director as determined by the Board of Directors.

Article 38 (Directors' Obligations to Report) If a director becomes aware of anything, which may cause substantial damages to the Company, he/she shall immediately report the same to the Audit Committee. *[Amended on June 13, 2016]*

Article 39 (Composition of Board of Directors and Convening of Meetings)

- (1) The Board of Directors shall be composed of directors and pass resolutions in relation to important decisions on the Company's business.
- (2) The Board of Directors shall convene its regular meeting at least more than once a quarter and may convene a special meeting from time to time whenever necessary.
- (3) The meeting of the Board of Directors shall be convened by the representative Director or any other director separately appointed by the Board of Directors for this purpose, if any, by giving notice thereof to each director by the date immediately prior to the date set for each of such meetings; provided, however, that, if all directors unanimously consent to holding a meeting of the Board of Directors, the procedure of convening a meeting may be omitted.

Article 40 (Method of Resolutions of Board of Directors)

- (1) A quorum for holding a meeting of the Board of Directors shall be a majority of all directors in office, and all resolutions of the Board of Directors shall be adopted by the affirmative votes of a majority of directors present at the meeting; provided, however, in case there is a contrary provision in the Commercial Act or any other related laws and regulations, such provision shall prevail.



- (2) The chairperson of the Board of Directors shall be the person who has authority to convene such meetings pursuant to the provision of Article 39(3) above.
- (3) Any director having a specific interest in any matter on which the resolution of the Board of Directors is adopted shall not exercise his/her right to vote in such meeting.
- (4) The Board of Directors may allow all directors or a part thereof to participate in resolutions of the Board of Directors through the means of communication transmitting and receiving voices simultaneously, in lieu of attending such meeting in person. In such case, the relevant director shall be deemed to have attended the meeting in person.

Article 41 (Minutes of Meeting of the Board of Directors)

- (1) The Board of Directors shall record the proceedings of every meeting of the Board of Directors.
- (2) The minutes shall include the agenda, procedure and results of the proceedings of the meeting, names of the directors against each resolution and the reason for their objection thereto, and all directors present at the meeting shall sign and seal the same or affix their signatures thereto.

Article 42 (Directors' Remuneration) Directors' remuneration (salary, bonuses, severance allowance, etc.) shall be determined by a resolution of a general meeting of shareholders, and the Board of Directors may adopt the Company's regulations necessary for executing such resolutions.

Article 43 (Committees)

- (1) The Company may establish each of the following committees within the Board of Directors by a resolution of the Board of Directors:
 1. Audit Committee;
 2. Committee for Recommendation of Candidates for Outside Directors;
 3. Internal Transaction Committee; and
 4. Any other Committee as the Board of Directors deems necessary.
- (2) The details concerning the composition, authority and operation of each of the committees shall be determined by a resolutions of the Board of Directors.
- (3) The provisions of Articles 39 (except for subsection (2)), 40 and 41 hereof shall apply, *mutatis mutandis* to such committees; provided, however, that in case the Board of Directors requires any increased resolution quorum regarding Article 40(1), such shall be applied.

CHAPTER VI. AUDIT COMMITTEE

Article 44 (Number and Appointment of Audit Committee)

- (1) The Company shall establish an Audit Committee pursuant to Article 43 hereof, in lieu of auditors, and the Audit Committee shall be composed of three (3) or more directors. *[Amended on June 13, 2016]*
- (2) Two-thirds (2/3) or more of the total number of Audit Committee members shall be outside directors, and an Audit Committee member, who is not an outside director, shall satisfy the qualifications under Article 542-11(3) of the Commercial Act. *[Newly Added on June 13, 2016]*
- (3) By a resolution, the Audit Committee shall appoint the person who will represent the Audit Committee. In this case, the chairperson shall be an outside director. *[Newly Added on June 13, 2016]*
- (4) The cumulative voting system under Article 382-2 of the Commercial Act shall not apply.

Article 45 *[Deleted on June 13, 2016]*

Article 46 *[Deleted on June 13, 2016]*



Article 47 (Duties of Audit Committee, etc.)

- (1) The Audit Committee shall audit the Company's accounting and general operations. *[Amended on June 13, 2016]*
- (2) The Audit Committee may request the Board of Directors to convene a special meeting of shareholders in writing, stating the agenda to be dealt with at the meeting of shareholders and the reason for convening a meeting of shareholders. *[Amended on June 13, 2016]*
- (3) The Audit Committee may request the Company's subsidiary companies to provide a report on their business operations, if the Audit Committee deems it necessary to perform its duties. In such case, if the subsidiary company fails to immediately provide such report as requested or the Audit Committee deems it necessary to verify the report provided by the subsidiary company, the Audit Committee may inspect that subsidiary company's operations and status of assets. *[Newly Added on June 13, 2016]*
- (4) The Audit Committee shall select an independent auditor for the Company. *[Newly Added on June 13, 2016; Amended on March 27, 2019]*
- (5) In addition to the matters in subsections (1) through (4) above, the Audit Committee shall deal with the matters delegated to it by the Board of Directors. *[Newly Added on June 13, 2016]*

Article 48 (Auditor's Records) The Audit Committee shall record minutes of audit with respect to the audit conducted by it. The audit records shall be signed and sealed by or shall bear the signatures of, the Audit Committee members who have conducted such audit. *[Amended on June 13, 2016]*

Article 49 *[Deleted on June 13, 2016]*

CHAPTER VII. ACCOUNTING

Article 50 (Fiscal year) The fiscal year of the Company shall commence on January 1 and end on December 31 of each year.

Article 51 (Preparation and Maintenance of Financial Statements and Business Report)

- (1) The Representative Director of the Company shall prepare and submit to the Audit Committee for audit the following documents (which shall include the consolidated financial statements, if required) and their supplementary schedules together with an business report, six (6) weeks prior to the date set for the annual meeting of shareholders, and shall submit the documents as listed below and the business report to the annual meeting of shareholders: *[Amended on June 13, 2016]*
 1. Balance Sheet;
 2. Income Statement; and
 3. Any other document indicating the Company's financial position and business performance, as determined by the Commercial Act and its Enforcement Decree.
- (2) The Audit Committee shall submit the audit report to the Board of Directors at least one (1) week prior to the date set for the annual meeting of shareholders. *[Amended on June 13, 2016]*
- (3) The Representative Director shall maintain the documents as listed in subparagraph (1) above and the supplementary schedules, and the auditor's report in the head office of the Company for five (5) years and their copies in the branch offices of the Company for three (3) years respectively, starting from one (1) week prior to the date set for the annual meeting of shareholders convened for the fiscal year to which such documents are related.
- (4) Upon approval of the annual meeting of shareholders with respect to the documents referred to in subsection (1) above, the Representative Director shall promptly give public notice of the Company's balance sheet and external auditor's report.

Article 52 (Appointment of External Auditor) The Company shall appoint an external auditor selected by the Audit Committee according to the provisions of the Act on External Audit of Stock Companies, and shall report such fact to the annual meeting of shareholders to be convened during the fiscal year in which the appointment was made, or notify the shareholders or publicly announce such fact in accordance with the Enforcement Decree of the Act on External Audit of



Stock Companies. *[Amended on June 13, 2016; Amended on March 27, 2019]*

Article 53 (Disposition of Profit) The Company shall dispose of the unappropriated retained earnings of each fiscal year as follows:

1. Profit reserve;
2. Other statutory reserves;
3. Dividends;
4. Voluntary reserves; and
5. Other appropriation of retained earnings.

Article 54 (Dividends)

- (1) Dividends may be paid in cash or shares.
- (2) If dividends are paid in shares and when the Company has issued in different classes of shares, dividends may also be paid by shares of the same class or any different class (including convertible shares pursuant to Article 9 and redeemable shares pursuant to Article 10 hereof) by a resolution of a general meeting of shareholders.
- (3) The dividends referred to in subsection (1) above shall be paid to the shareholders or pledgees whose names appear or are duly registered in the list of shareholders as of the end of each fiscal year.

Article 55 (Quarterly Dividends)

- (1) The Company may pay quarterly dividends to its present shareholders whose names appear in the list of shareholders as of March 31, June 30 and September 30 of each year as of the day determined by a resolution of the Board of Directors. *[Amended on June 13, 2016]*
- (2) The resolution of the Board of Directors referred to in subsection (1) above shall be passed within forty five (45) days from the end of each quarter specified in subsection (1) above. *[Amended on June 13, 2016]*
- (3) The quarterly dividends shall be paid within the limit not exceeding the amount of the net worth shown on the balance sheet as of the end of the immediately preceding period for the settlement of accounts less the amount of the following items:
 1. The amount of capital, as of the end of the immediately preceding period for the settlement of accounts;
 2. The aggregate sum of the capital reserves and profit reserves appropriated up to the immediately preceding period for the settlement of accounts;
 3. The amount appropriated for dividends by a resolution adopted at the annual meeting of shareholders convened for the immediately preceding period for the settlement of accounts; *[Amended on June 13, 2016]*
 4. The amount of voluntary reserves appropriated for specific purposes in accordance with the provisions of the Articles of Incorporation or by a resolution of the general meeting of shareholders up to the immediately preceding period for the settlement of accounts; *[Amended on June 13, 2016]* and
 5. The amount of profit reserves to be appropriated for the current period for the settlement of accounts, as a result of such quarterly dividends.
 6. The aggregate sum of quarterly dividends during the applicable fiscal year (if any). *[Amended on June 13, 2016]*
- (4) If any new shares have been issued prior to each of the respective record dates specified in subsection (1) above following the commencement date of the current fiscal year (which shall include capitalization of reserves, share dividends, requests for conversion of convertible bonds and the exercise of warrant with respect to bonds with warrant), such new shares shall be deemed to have been issued at the end of the immediately preceding fiscal year for the purpose of quarterly dividends hereunder. *[Amended on June 13, 2016]*

Article 56 (Statute of Limitation to Claim for Dividends)

- (1) If a claim for dividends has not been exercised for five (5) years, the statute of limitation applicable thereto shall expire.
- (2) The dividends with respect to which the statute of limitation has expired shall become vested in the Company.

Addendum



1. (Effective Date) These Articles of Incorporation shall come into effect on April 23, 2014.
2. (Effective Date) These Articles of Incorporation shall come into effect on March 31, 2015.
3. (Effective Date) These Articles of Incorporation shall come into effect on November 20, 2015.
4. (Effective Date) These Articles of Incorporation shall come into effect on June 13, 2016; provided, however, that Articles 21(2), 44(2) and 55 shall become effective when the Company is listed to Stock Market.
5. (Effective Date) These Articles of Incorporation shall come into effect on March 27, 2019; provided, however, that the amended provisions of Articles 11, 14(2), 14(3), 18(3) and 18(2) shall come into effect on September 16, 2019 when the Enforcement Decree of the Act on Electronic Registration of Stocks, Bonds, etc. comes into effect.