

SMS A0500

Regulations of the Outside Director Candidate Recommendation Committee

Article 1. Objective

The objective of these regulations shall be to set forth the matters necessary for efficient operation of the "Outside Director Candidate Recommendation Committee" (hereinafter referred to as the "Committee") in accordance with the Articles of Incorporation and the Regulations of the Board of Directors of "SIMMTECH Co., Ltd." (hereinafter referred to as the "Company").

Article 2. Scope of Application

Matters related to the Committee shall be governed by the regulations set forth herein, except for those matters prescribed by the relevant laws and regulations, the Articles of Incorporation or and the Regulations of the Board of Directors.

Article 3. Authority

- ① The Committee shall have the right to recommend outside director candidates at the General Meeting of Shareholders.
- ② In deciding the persons to be recommended as the candidates for outside directors, the Committee shall include a candidate recommended by the shareholder who is entitled to exercise their rights to make proposals under the article 542-6 (2) of Commercial Act.

Article 4. Composition

- ① Appointment and dismissal of the Committee Member (hereinafter referred to as the "Member") shall be decided by the Board of Directors.
- ② The Committee shall be comprised of more than two (2) directors.

Article 5. Chairperson

- ① Chairperson shall be elected by the resolution of the Committee prescribed by the Article 8.

- ② The Chairperson represents the Committee and is the Chairperson at committee meetings.
- ③ If the Chairperson is unable to serve as the Chairperson, another Member designated by the Committee shall perform duties of the Chairperson.

Article 6. Persons Authorized to Convene

- ① The meeting of the Committee shall be convened by the Chairperson of the Committee; provided, however, that in the absence of the Chairperson, any other Member will serve as an acting Chairperson in the order stipulated in Article 5, Paragraph 3 above.
- ② Each Member may request the Chairperson to convene a meeting of the Committee, stating the agenda to be dealt with at the proposed meeting and the reason for convening such a meeting. If the Chairperson fails to convene the meeting of the Committee without a justifiable cause, the Member who made the request may convene the Committee's meeting.

Article 7. Convocation Procedure

- ① When convening the meeting of the Committee, the date of the meeting will be decided and notified to every Member no later than seven (7) days prior to the scheduled date of the meeting.
- ② A meeting of the Committee may, with the unanimous consent of all Members, be held at any time without the procedures provided in sub-article (1) above

Article 8. Method of Resolution

Resolutions of the Committee shall require the presence of majority of the Members and the affirmative vote of a majority of the Members in attendance at such meeting. The Committee may permit all or some of the Members to participate in resolutions through the use of communication means that transmits and receives sounds simultaneously without attending in person. In such cases, such Members shall be deemed to have physically attended such meeting.

Article 9. Agenda

Matters to be referred to the Committee are as follows:

1. Recommendation of candidates for outside directors

2. Other matters required for the recommendation of candidates for outside directors.

Article 10. Hearing of Opinions of Related Persons

The Committee, if necessary, may request executives or employees relevant to the works or external persons to attend a meeting of the Committee and to present their explanation or opinion.

Article 11. Obligation for Notice

The Committee shall notify each director of the resolution within two (2) days from the date when the resolution is made.

Article 12. Meeting Minutes

- ① The proceedings and discussions of the Committee shall be documented in the minutes of meeting.
- ② The minutes of meeting shall include the agenda, the substance of the proceedings of the Committee and the result thereof, name(s) of Member(s) who raise(s) an objection to the Committee resolution and the reason therefor. Names and seals of the Members present shall be affixed or signed by such persons in the minutes.

Article 13. Secretary

- ① The Chairperson may appoint a secretary.
- ② The secretary shall be under the direction of the chairperson, and responsible for handling the overall affairs of the Committee.

Article 14. Amendment and Deletion of the Regulations

Amendment and deletion of these regulations shall be determined by the resolution of the Board of Directors.

Addendum

- 1. The regulation shall come into effect as of December 22, 2022.