

SAMSUNG

2026 Annual General Meeting of Shareholders

Reference Material

SAMSUNG ELECTRONICS Co., Ltd.

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Notice of Annual General Meeting of Shareholders

You are invited to attend the Annual General Meeting of Shareholders of Samsung Electronics.

Date & Time : 9:00 AM on March 18, 2026, Korea Standard Time (UTC+9)

Place : Convention Hall (3F) & Exhibition Hall (1F), [Suwon Convention Center, 140, Gwanggyojungang-ro, Yeongtong-gu, Suwon-si, Gyeonggi-do, 16514, Korea](#)

Record Date : December 31, 2025 (only common shareholders of record at the close of business on the record date are entitled to vote at the Annual General Meeting of Shareholders)

Voting schedule for foreign shareholders

- Foreign institutional investors are respectfully requested to consult with their global custodian well in advance of the Annual General Meeting (AGM) to verify the timeline and initiate the process to exercise their voting rights.
- Custodians will continue the process, which must be completed with the Korea Securities Depository by the deadline of March 11, 2026.

Live Online Broadcast

- To accommodate shareholders who are unable to attend the AGM in person, we have offered a live online broadcast since 2021. The online broadcast is limited to pre-registered shareholders only—please register within the designated period using the details below if you wish to attend. Interpretation services are not provided.
- Pre-registration period: 9:00 AM KST on March 8, 2026 to 5:00 PM KST on March 17, 2026
Pre-registration website: <https://www.samsungagm.com/index?lang=en>
Information on the online broadcast will be available on the Company's investor relations website (<https://www.samsung.com/global/ir>) prior to the pre-registration period.
- Please be advised that online voting during the live broadcast is not recognized under current laws. Shareholders who will attend the AGM via broadcast are kindly requested to submit their votes in advance of the meeting date.
- For the convenience of shareholders unable to attend in person, the Company will accept questions submitted in advance for the online broadcast. Please note that only selected questions will be addressed during the meeting due to AGM procedures and time constraints. Additionally, access to the online broadcast may be limited if there is a high volume of simultaneous connections.

Items of Business

Agenda Item 1: Approval of Amendments to the Articles of Incorporation

- This agenda item mainly addresses the revisions to the 「Commercial Act」 (Act no.20991 dated July 22, 2025 and Act no.21044 dated Sep 9, 2025) aimed at enhancing the transparency of corporate governance and oversight of listed companies.
- The amendments to the Articles of Incorporation include prohibiting the exclusion of cumulative voting, strengthening of directors' fiduciary duties, changing the title of Outside Director to Independent Director, increasing the number of separately elected Audit Committee members, and introducing electronic general meetings. Revisions also include change to the Directors' term of office and the removal of immaterial provisions.

Agenda Item 2: Approval of Audited Financial Statements (FY2025)

Financial Highlights

- Audited financial statements with the independent auditor's opinion are available on the Samsung Electronics IR website:
<https://www.samsung.com/global/ir/reports-disclosures/public-disclosure/>

Shareholder Return

- Based on the three-year shareholder return program for 2024–2026, the regular dividend for FY2025 will be KRW 9.8 trillion, and there will be an additional dividend of KRW 1.3 trillion, upon approval at the AGM.
- The Board in November 2024 approved a share repurchase program valued at KRW 10 trillion to enhance shareholder value, and the repurchases were completed by September 2025. Of the repurchased shares, KRW 3 trillion worth were fully canceled by February 2025; and for the remaining shares, excluding KRW 1.6 trillion worth for employee compensation, the cancellation schedule will be finalized by the Board within the first quarter of 2026.

Agenda Item 3: Election of Yong Kwan Kim as Executive Director

Mr. Yong Kwan Kim has been serving as Corporate President of Corporate Management, Strategy & Operation for the Device Solutions (DS) Division since November 2024, overseeing the strategic direction, capital investment planning, and operational efficiency of one of the Company's most critical divisions. Notably, he has recently made a significant contribution to restoring the competitiveness of the semiconductor business, ensuring its continued growth and paving the way for future innovations and market expansion in a rapidly evolving semiconductor industry. Furthermore, his leadership in planning and allocating capital investments, as well as enhancing the future business value of the DS Division—a key growth sector for Samsung Electronics—underscores his strategic acumen and commitment to driving sustainable growth.

One of his significant achievements is leading contract negotiations with various customers, including for the Taylor fab in the U.S. His client-focused efforts have not only secured the Company's foothold in key markets, but have also facilitated the establishment of strong customer relationships.

Additionally, Mr. Kim has proactively managed negotiations with various governments, effectively navigating the complexities of international trade and regulatory environments. His ability to adapt to internal and external changes has been instrumental in maintaining the Company's competitive edge.

Beyond his operational successes, Mr. Kim has also been a key figure in building trust with major shareholders. Through direct communication at investor meetings in the U.S., U.K., and Singapore, he has effectively conveyed the company's strategic vision and financial stability, fostering strong investor confidence.

Given his extensive experience, strategic leadership, and proven track record of delivering results, the Board of Directors is nominating him as a candidate for Executive Director of Samsung Electronics.

Agenda Item 4: Election of Eunnyeong Heo as Independent Director for Audit Committee Member

Dr. Eunnyeong Heo is currently a tenured professor in the Department of Applied Engineering at Seoul National University and is recognized as one of Korea's leading scholars in the field of energy economics. First appointed as an Independent Director in 2022, Dr. Heo has strengthened the quality of management decision-making by providing deep insights into global energy markets and industrial policies; and actively incorporating stakeholder perspectives on climate, resource, and environmental matters into Board discussions. In addition, he has served as the head of the Related Party Transactions Committee, contributing to the objective operation of internal control systems and the establishment of a transparent corporate governance structure.

Based on the independence, objectivity, and high ethical standards demonstrated by Dr. Heo over the past four years, the Board believes that he possesses the requisite qualifications to perform the duties of an Audit Committee member and is well-positioned to strengthen the oversight of the Company's financial soundness, enhance compliance management, and promote shareholder value. The Board thus recommends voting for the appointment of Dr. Eunnyeong Heo to the position of Independent Director for Audit Committee Member.

Agenda Item 5. Approval of Director Remuneration Limit (FY2026)

(KRW billion)

| | FY2024 | FY2025 | FY2026 |
|-----------------------------------|--------|--------|--------|
| General compensation ¹ | 33.0 | 26.0 | 26.0 |
| Long-term incentive (LTI) | 10.0 | 10.0 | 19.0 |
| Total | 43.0 | 36.0 | 45.0 |

1. Includes Independent Directors.

The Board recommends a remuneration limit of KRW 45.0 billion for FY2026.

General Compensation

- The Board recommends maintaining the same level of general compensation limit in FY2026 from FY2025 in consideration of macro uncertainties.

Long-Term Incentive (LTI)

- For FY2026, the Board recommends an LTI limit of KRW 19.0 billion.
- FY2026 is Payment Year 1 of the current payment scheme, with LTI determined by performances over the FY2023–2025. Under the current scheme, the LTI limit for FY2026 has increased compared to FY2025 due to the following reasons:
 - The evaluation to determine the LTI pool for the next three years has not been finalized yet, so for this year, Year 1, the limit is set considering potential upper bounds of payment.
 - In addition, as a portion of the equity-based LTI in FY2025 is scheduled to be vested in FY2026, the expected payout amount has increased due to the increase of the Company's stock price.

Agenda Item 6: Approval of the Treasury Share Holding and Disposal Plan

As of February 24, 2026, the Company's treasury shares consist of 112,517,132 common shares and 13,603,461 preferred shares. Of these, 39,157,818 common shares are planned to be used for employee compensation. The Company expects that these treasury shares held for employee compensation will be granted prior to the date of the 2027 AGM. Accordingly, we kindly request the approval of our shareholders for the treasury share holding and disposal plan for employee compensation purposes.

Agenda Item 1: Approval of Amendments to the Articles of Incorporation

Overview

- This agenda item mainly addresses the revisions to the 「Commercial Act」 (Act no.20991 dated July 22, 2025 and Act no.21044 dated Sep 9, 2025) aimed at enhancing the transparency of corporate governance and oversight of listed companies.
- The amendments to the Articles of Incorporation include prohibiting the exclusion of cumulative voting, strengthening of directors' fiduciary duties, changing the title of outside director to independent director, increasing the number of separately elected Audit Committee members, and introducing electronic general meetings. Revisions also include change to the Directors' term of office and the removal of immaterial provisions.

Main Details

Item 1.1: Deletion of Provision Excluding Cumulative Voting

- Since large listed companies are no longer permitted to exclude cumulative voting through the Articles of Incorporation, the Company has reflected this requirement.

Item 1. 2: Reflection of the Amendments to the Commercial Act

1) Directors' fiduciary duty (Article 27-3)

- The fiduciary duty of directors has been stipulated to include not only the duty to the Company, but also the obligation to protect the interests of all shareholders and to treat all shareholders fairly.

2) Change in title to Independent Director (Articles 24, 28-2, and 28-5)

- As the title 'Outside Director' has been changed to 'Independent Director,' relevant terminology has been revised accordingly in the Korean version.
- The English term 'Independent Director' is already used in the Articles of Incorporation of Samsung Electronics, so no changes are required for the English term.

3) Increase in the number of Audit Committee members elected separately (Article 28-4)

- The minimum number of Audit Committee members to be elected separately from other Directors has been increased from one to two. The relevant provision has been updated accordingly.

4) Introduction of electronic general meetings (Article 18)

- A new provision has been established to allow the general meeting(s) to be held by electronic means in parallel with on-site meetings.

Item 1. 3: Revision of Provision on Directors' Term of Office

- The article has been amended to revise the term of Directors in accordance with the wording specified in Article 383, Paragraph 2 of the Commercial Act.
- As Independent Directors are included within the definition of Directors, "Directors and Independent Directors" will be revised to "Directors."

Item 1. 4: Revision of Provision on Redemption of Shares

- As the relevant provision is already stipulated under the current Commercial Act and therefore has no legal effect, the redundant provision has been deleted from the Articles of Incorporation.

※ Supplementary provision: clarification of effective dates

- The effective dates for certain amended items have been clarified and adjusted accordingly.

Amendments

The information in Revised Language (2026) is for reference only.

Item 1.1: Deletion of Provision Excluding Cumulative Voting

To reflect the amendments to the Commercial Act related to the prohibition of excluding cumulative voting.

| Original Language | Revised Language (2026) |
|--|--|
| <p>Article 24. (Election of Directors)</p> <p>6. <u>In case two (2) or more directors are appointed, the cumulative voting system provided for in Article 382-2 of Commercial Code shall not be applicable.</u></p> | <p>Article 24. (Election of Directors)¹</p> <p>6. <u><Deleted></u></p> |
| <p>Article 26. (Election of Directors in Case of Vacancy)</p> <p>2. <u>In case two (2) or more directors are appointed, the cumulative voting system provided for in Article 382-2 of the Commercial Code shall not be applicable.</u></p> | <p>Article 26. (Election of Directors in Case of Vacancy)¹</p> <p>2. <u><Deleted></u></p> |

1. Transitional provisions have been included in the supplementary provisions, considering the effective date of the Commercial Act (September 10, 2026): Article 5, Paragraph 5 of the supplementary provisions

Item 1.2: Reflection of Amendments to the Commercial Act

To reflect revisions related to the expansion of directors' fiduciary duties, the change in the title of independent director, the increase in the number of Audit Committee members elected separately, and the introduction of electronic general meetings.

| Original Language | Revised Language (2026) |
|---|--|
| <p>Article 27-3. (Director's Duty of Faithfulness)</p> <p>The directors shall perform his/her duties faithfully in accordance with the laws and regulations and these Articles of Incorporation for the <u>Company</u>.</p> | <p>Article 27-3. (Director's Duty of Faithfulness)</p> <p><u>1. The Directors shall perform his/her duties faithfully in accordance with the laws and regulations and these Articles of Incorporation for the Company and its shareholders.</u></p> <p><u>2. In performing his/her duties, Directors shall protect the interests of all shareholders and shall treat the interests of all shareholders fairly and equally.</u></p> |
| <p>Article 24. (Election of Directors)</p> <p>1. The Company shall have at least three (3) but not more than fourteen (14) directors and such directors shall be appointed at the general meeting of shareholders; provided, however, that <u>Independent Directors</u> shall be elected from the</p> | <p>Article 24. (Election of Directors)¹</p> <p>1. The Company shall have at least three (3) but not more than fourteen (14) directors and such directors shall be appointed at the general meeting of shareholders; provided, however, that <u>Independent Directors</u> shall be elected from the</p> |

| Original Language | Revised Language (2026) |
|--|---|
| <p>persons recommended by the <u>Independent Director Recommendation Committee</u>.</p> <p>5. The <u>Independent Director</u> shall be a person who has ample expert knowledge of, or experience in, management, economics, accounting, laws or relevant technology, and who has satisfied the qualification requirements specified in the Commercial Code and other applicable laws and regulations.</p> | <p>persons recommended by <u>the Independent Director Recommendation Committee</u>.</p> <p>5. <u>The Independent Director</u> shall be a person who has ample expert knowledge of, or experience in, management, economics, accounting, laws or relevant technology, and who has satisfied the qualification requirements specified in the Commercial Code and other applicable laws and regulations.</p> |
| <p>Article 28-2. (Committees)</p> <p>1. The Company may establish the following committees within the Board of Directors by the resolution of the Board of Directors:</p> <p>c. <u>Independent Director Recommendation Committee</u>;</p> | <p>Article 28-2. (Committees)¹</p> <p>1. The Company may establish the following committees within the Board of Directors by the resolution of the Board of Directors:</p> <p>c. <u>Independent Director Recommendation Committee</u>;</p> |
| <p>Article 28-5. (<u>Independent Director Recommendation Committee</u>)</p> <p>1. The Company may establish the <u>Independent Director Recommendation Committee</u> as set forth in Article 28-2 by a resolution of the Board of Directors.</p> <p>2. Details concerning composition and operation, etc. of the <u>Independent Director Recommendation Committee</u> shall be determined by the Board of Directors.</p> | <p>Article 28-5. (<u>Independent Director Recommendation Committee</u>)¹</p> <p>1. The Company may establish the <u>Independent Director Recommendation Committee</u> as set forth in Article 28-2 by a resolution of the Board of Directors.</p> <p>2. Details concerning composition and operation, etc. of the <u>Independent Director Recommendation Committee</u> shall be determined by the Board of Directors.</p> |
| <p>Article 28-4. (Audit Committee)</p> <p><u>2.</u> Details concerning composition and operation, etc. of the Audit Committee shall be determined by the Board of Directors.</p> | <p>Article 28-4. (Audit Committee)</p> <p><u>2. Members of the Audit Committee shall be elected from among the directors elected at the general meeting of shareholders; provided, however, that two members of the Audit Committee shall be elected by a resolution of the general meeting of shareholders as directors who will serve as members of the Audit Committee, separately from the election of other directors.</u></p> <p><u>3.</u> Details concerning composition and operation, etc. of the Audit Committee shall be determined by the Board of Directors.</p> |
| <p>Article 18. (Place of Meeting)</p> <p>The general meeting of shareholders may be convened in Seoul, as well as at the head office or a place nearby.</p> | <p>Article 18. (Place of Meeting <u>and method of holding the meeting</u>)²</p> |

| Original Language | Revised Language (2026) |
|-------------------|--|
| | <p><u>1. The general meeting of shareholders may be convened in Seoul, as well as at the head office or a place nearby.</u></p> <p><u>2. Pursuant to Article 542-14 of the Commercial Code, the Company shall hold a general meeting of shareholders in a manner that allows certain shareholders to participate in resolutions by electronic means from a remote location without being physically present at the place of meeting.</u></p> |

1. Transitional provisions have been included in the supplementary provisions, considering the effective date of the Commercial Act (July 23, 2026): Article 5, Paragraph 5 of the supplementary provisions.
2. Transitional provisions have been included in the supplementary provisions, considering the effective date of the Commercial Act (January 1, 2027): Article 5, Paragraph 5 of the supplementary provisions.

Item 1.3: Revision of Provision on Directors' Term of Office

To revise the Directors' term of office to align with the wording set forth in Article 383, Paragraph 2 of the Commercial Act. As Independent Directors are included within the definition of Directors, "Directors and Independent Directors" will be revised to "Directors."

| Original Language | Revised Language (2026) |
|---|--|
| <p>Article 25. (Term of Office)</p> <p>The term of office of a <u>Director and an Independent Director shall be three (3) years; provided that the term of office of the directors shall be extended up to the close of the ordinary general meeting of shareholders convened in respect of the last fiscal year of such term of office, in case his/her term of office expires on a date prior to such ordinary general meeting of shareholders.</u></p> | <p>Article 25. (Term of Office)</p> <p>The term of office of a <u>Directors shall not exceed three years; provided that the term of office of the directors shall be extended up to the close of the ordinary general meeting of shareholders convened in respect of the last fiscal year of such term of office, in case his/her term of office expires on a date prior to such ordinary general meeting of shareholders.</u></p> |

Item 1.4: Revision of Provision on Redemption of Shares

| Original Language | Revised Language (2026) |
|---|------------------------------------|
| <p>Article 8-3. (Redemption of Shares)</p> <p><u>The Company may, by a resolution of the Board of Directors, redeem the shares of the Company in accordance with the relevant laws and regulations; provided, however, that the amount of such redemption shall be within the limit of profit payable to its shareholders as dividends; provided, further, that such redemption amount shall not be more than the amount determined by the relevant laws and regulations within the limit of dividend under Article</u></p> | <p>Article 8-3. <u>Deleted</u></p> |

| Original Language | Revised Language (2026) |
|--|-------------------------|
| <u>462, Paragraph 1 of the Commercial Code at the end of the relevant fiscal year.</u> | |

※ Supplementary provision: clarification of effective dates

| Original Language | Revised Language (2026) |
|-------------------|---|
| <Newly inserted> | <p>Article 5. (Date of Enforcement)</p> <p><u>5. These Articles of Incorporation shall take effect as of March 18, 2026. However, the amended Article 18¹ of these Articles of Incorporation shall take effect as of January 1, 2027, and the amended Paragraphs 1 and 5 of Article 24², Item c of Paragraph 1 of Article 28-2³ and Paragraphs 1 and 2 of Article 28-5⁴ of these Articles of Incorporation shall take effect as of July 23, 2026, and the amended Paragraphs 6 of Article 24⁵, and Paragraphs 2 of Article 26⁶ of these Articles of Incorporation shall take effect as of September 10, 2026.</u></p> |

1. Article 18 (Place of Meeting and method of holding the meeting): Introduction of electronic general meetings
2. Article 24 (Election of Directors): Change in title to Independent Director
3. Article 28-2 (Committees): Change in title to Independent Director
4. Article 28-5 (Independent Director Recommendation Committee): Change in title to Independent Director
5. Article 24 (Election of Directors): Deletion of provision excluding cumulative voting
6. Article 26 (Election of Directors in Case of Vacancy): Deletion of provision excluding cumulative voting

Agenda Item 2: Approval of Audited Financial Statements (FY2025)

I. Audited Financial Statements

Overview

The Board is seeking your approval of the following financial statements for FY2025 beginning on January 1, 2025, and ending on December 31, 2025:

- Consolidated Statements of Financial Position
- Consolidated Statements of Profit or Loss
- Consolidated Statements of Comprehensive Income
- Consolidated Statements of Changes in Equity
- Consolidated Statements of Cash Flows
- Separate Statements of Appropriation of Retained Earnings

Audited financial statements with the independent auditor's opinion are available on the IR website.

<https://www.samsung.com/global/ir/reports-disclosures/public-disclosure/>

Financial performance (K-IFRS, consolidated)

| | (KRW trillion) | | |
|--------------------|----------------|--------|--------|
| | FY2024 | FY2025 | Change |
| Revenue | 300.9 | 333.6 | 10.9% |
| Operating profit | 32.7 | 43.6 | 33.2% |
| Net profit | 34.5 | 45.2 | 31.2% |
| EPS (KRW) | 4,950 | 6,605 | 33.4% |
| Assets | 514.5 | 566.9 | 10.2% |
| Liabilities | 112.3 | 130.6 | 16.3% |
| Equity | 402.2 | 436.3 | 8.5% |
| Liabilities/equity | 27.9% | 29.9% | 2.0%p |
| ROE | 9.0% | 10.8% | 1.8%p |

* See Section 4. Financial Statements (FY2025) for further details.

Summary of key financial metrics, by business division

Revenue and operating profit in 2025 increased year-on-year from KRW 300.9 trillion and KRW 32.7 trillion to KRW 333.6 trillion and KRW 43.6 trillion, respectively, due to improved market conditions in the Memory business.

(KRW trillion)

| | Category | FY2023 | FY2024 | FY2025 |
|------------------------|------------------|--------|--------|--------|
| Device eXperience (DX) | Revenue | 170.0 | 174.9 | 188.0 |
| | Operating profit | 14.4 | 12.4 | 12.9 |
| | Margin | 8.5% | 7.1% | 6.8% |
| Device Solutions (DS) | Revenue | 66.6 | 111.1 | 130.1 |
| | Operating profit | -14.9 | 15.1 | 24.9 |
| | Margin | -22.3% | 13.6% | 19.1% |
| Samsung Display (SDC) | Revenue | 31.0 | 29.2 | 29.8 |
| | Operating profit | 5.6 | 3.7 | 4.1 |
| | Margin | 18.0% | 12.8% | 13.8% |
| Harman | Revenue | 14.4 | 14.3 | 15.8 |
| | Operating profit | 1.2 | 1.3 | 1.5 |
| | Margin | 8.2% | 9.2% | 9.7% |
| Overall | Revenue | 258.9 | 300.9 | 333.6 |
| | Operating profit | 6.6 | 32.7 | 43.6 |
| | Margin | 2.5% | 10.9% | 13.1% |

- The Mobile eXperience business achieved revenue growth through flagship sales expansion, driven by differentiated AI experiences and slimmer/lighter form-factor innovations. In particular, the strong performance of foldable devices, combined with stable sales of A series, tablets, and wearables, enabled us to deliver robust growth. The Network Business has been focusing on advancing our 5G competitiveness globally.
- In the TV Business, we reinforced our technological leadership with the launch of the Micro LED TV, representing the pinnacle of next-generation technologies. Through continuous product innovation, we have spearheaded the premium TV market, centered on Neo QLED and OLED. Additionally, by delivering a more distinctive and personalized viewing experience powered by 'Vision AI Companion', we have expanded our influence in the AI-driven screen market.
- The Digital Appliance business focused on expanding the AI appliance market and established a solid foundation to emerge as a comprehensive HVAC solutions provider.
- In the Memory business, we achieved significant improvements by actively responding to the demand surge during the AI transition period. Alongside the operation of next-generation semiconductor R&D complexes aimed at enhancing fundamental technological competitiveness, investments were aimed at addressing the surging AI demand, laying the groundwork for securing leadership in the AI era. Furthermore, we have demonstrated differentiated performance competitiveness through the development of competitive products such as HBM4 and GDDR7.
- The Foundry business concentrated on strengthening its fundamental technological competitiveness by advancing leading-edge GAA (gate-all-around) process development and further enhancing mature-node processes. We also expanded our customer portfolio in AI and high-performance computing (HPC) applications and secured major customers for the 2nm node, thereby laying a solid foundation for mid- to long-term growth.

- The System LSI Business focused on reinforcing its core SoC capabilities, while solidifying its market leadership through differentiated competitiveness in image sensors.
- For Display, we have solidified our leadership in the OLED market based on differentiated technology and manufacturing competitiveness. Beyond smartphones, we are continuously building a stable business portfolio by expanding into high growth sectors such as IT devices and automotive displays. Furthermore, our large QD-OLED displays are strengthening their presence in the premium TV and monitor markets.
- Harman has secured its strategic position as a global top-tier supplier in automotive industry by integrating its premier in-vehicle experience expertise with the newly acquired ADAS (Advanced Driver Assistance System) business. Meanwhile, in the consumer audio sector, it is solidifying industry-leading position through consistent product differentiation and enhancement of its premium brand portfolio.

Capex, R&D, advertising & sales promotion investments

Annual capex in 2025 decreased slightly to KRW 52.7 trillion, with KRW 47.5 trillion invested in DS and KRW 2.8 trillion in Display.

(KRW trillion)

| Category | FY2023 | FY2024 | FY2025 |
|---|-----------------|------------------|------------------|
| Capex (as percentage of revenue) | 53.1 (20.5%) | 53.6 (17.8%) | 52.7 (15.8%) |
| R&D (as percentage of revenue) | 28.3 (10.9%) | 35.0 (11.6%) | 37.7 (11.3%) |
| Advertising & sales promotion (as percentage of revenue) | 12.1 (4.7%) | 12.7 (4.2%) | 14.2 (4.3%) |
| Total (as percentage of revenue) | 93.6 (36.1%) | 101.4 (33.7%) | 104.6 (31.4%) |

- For Memory, we increased investments to transition to advanced process nodes in order to better address sales of high-value-added products such as HBM and high-density DDR5. To enhance fundamental technological competitiveness, we also invested in next-generation semiconductor R&D complexes, as well as in infrastructure to secure additional cleanroom space for the surging AI demand.
- In Foundry, annual capex declined compared to the previous year due to our conservative investment strategy centered on line conversions.
- In Display, capex decreased on a full-year basis following the completion of the 8.6 generation line.
- R&D increased by KRW 2.7 trillion year-on-year to KRW 37.7 trillion, reaching the highest amount to date, under our commitment to long-term growth. As a percentage of revenue, R&D decreased slightly to 11.3% due to revenue growth. Through this investment, we are positioning ourselves to secure future growth engines.
- Advertising & promotional spending increased to KRW 14.2 trillion year-on-year due to the promotion of newly released smartphone models in the Mobile Business. As a percentage of revenue, it increased slightly to 4.3%.

II. Shareholder Return

FY2024–2026 Shareholder return program

In January 2024, the Company announced its shareholder return program for FY2024–2026.

When setting the direction for the new policy, the Board reviewed various factors, including evaluations of the current and projected business environment, our investment strategies and financial structure, ways to enhance shareholder value, and many other variables that could affect our business.

Yet, during this process, our earnings and cash holdings fell notably due to numerous challenges, and the overall business environment is still facing significant uncertainties. After long deliberation, the Board approved to maintain the terms of the previous shareholder return policy.

We will pay an annual regular dividend of KRW 9.8 trillion as part of the total shareholder returns of 50% of the free cash flow for the period FY2024–2026. At the close of each year, we will consider executing an early return of capital beyond regular dividends if we forecast there is potential for a significant surplus. Furthermore, we announced that we will consider implementing a new policy flexibly before the expiration of the proposed one in consideration of M&A activities and cash positions.

(KRW trillion)

| | FY2018–FY2020 | FY2021–FY2023 | FY2024–FY2026 |
|-------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Committed return | 50% of FCF over three-year period | 50% of FCF over three-year period | 50% of FCF over three-year period |
| M&A and FCF calculation | M&A <u>not</u> deducted from FCF | M&A <u>not</u> deducted from FCF | M&A <u>not</u> deducted from FCF |
| Shareholder return | 39.6 | 29.4 | 29.4+ α |
| Dividend | 28.9 (9.6 per year) | 29.4 (9.8 per year) | 29.4 (9.8 per year) |
| Remaining portion | 10.7 (special dividend) | - | α |

FY2025 dividend

In January 2026, the Board declared to pay the annual regular dividend of KRW 9.8 trillion and an additional dividend of KRW 1.3 trillion, based on 2025 FCF, under the Company's three-year shareholder return policy for FY2024–2026. As a result, the Company has met the requirements to qualify as a high-dividend company under the Korean government's dividend income tax separation system, which was introduced in 2025 to promote dividend expansion and vitalize capital markets.

Share repurchase programs

In November 2024, the Board approved a share repurchase program valued at KRW 10 trillion to enhance shareholder value. Subsequently, the Company completed the repurchase of shares in three tranches. The first tranche, amounting to KRW 3 trillion, was acquired and fully canceled between November 2024 and February 2025. The second tranche, totaling KRW 3.1 trillion, was repurchased from February to May 2025, followed by the third tranche of KRW 3.9 trillion, which was repurchased

from July to September 2025. Of the KRW 10 trillion, the remaining amount (excluding the KRW 3 trillion already canceled and KRW 1.6 trillion acquired for employee compensation) will have its cancellation schedule finalized by the Board within the first quarter of 2026.

Furthermore, on January 7, 2026, the Board approved a share repurchase program worth KRW 2.5 trillion for employee stock compensation, which was completed by January 23. On January 28, the Board also approved another repurchase program totaling KRW 3.6 trillion for the same purpose. The repurchase will be carried out over a three-month period, expected to be finalized by April 2026.

Agenda Item 3–4: Election of Directors

Item 3: Election of Yong Kwan Kim as Executive Director

Item 4: Election of Eunnyeong Heo as Independent Director for Audit Committee Member

Overview

Our Board continually endeavors to reinforce its independence, expertise, and diversity, aiming to lead the Company to continued growth and to enhance shareholder value.

We strengthened the independence of the Board by separating the CEO and Board Chair roles in 2018. In 2020, we further reinforced independence by mandating that an Independent Director henceforth serve as the Board Chair and having Independent Directors comprise all Board Committees, excluding the Management Committee. We also ensured the expertise of the Board in the Company's key businesses by appointing executives who oversee a key business to serve as Executive Director.

The Board is tasked with overseeing the Company's operations and guiding corporate management via balanced and rational perspectives. Moreover, Samsung understands the value of diversity, and our Board seeks to broaden the scope of its expertise and composition. These efforts have enabled the Company to achieve rapid external growth and enhance shareholder value while also bolstering our compliance management system and strengthening our endeavors in ESG.

Board composition changes in 2026

Dr. Jaihyuk Song, President & CTO of the Device Solutions (DS) Division and Head of the Semiconductor R&D Center, will resign from his position as Executive Director to focus on strengthening the Company's next-generation semiconductor research activities. Subsequently, the Board nominated Mr. Yong Kwan Kim, Corporate President of Corporate Management, Strategy & Operation for the DS Division, for appointment as Executive Director in light of changes in the external environment surrounding the semiconductor business and to enhance stakeholder engagement (Item 3). Mr. Kim has extensive experience in external partnerships and stakeholder relations.

Ms. Myung-Hee Yoo, an Independent Director and member of the Audit Committee, has formally communicated to the Board her intention to resign for personal reasons. This resignation will result in one vacancy on the Audit Committee. Meanwhile, an amendment to the Commercial Act in 2025 increased the number of Audit Committee Members who must be elected separately from other Directors from a minimum of one to two, requiring an additional, separately elected Audit Committee Member. Accordingly, the Board has nominated Dr. Eunnyeong Heo for appointment as Independent Director for Audit Committee Member (Item 4).

The nominees offer a wealth of experience and will contribute significantly to Board discussions and decision making on important matters. The Samsung Electronics Board unanimously recommends voting in favor of the nominated candidates.

Composition of the Board

Resigned
 Nominated

Current (2025)
 Number of BOD: 9
 (Independent: 6, Executive: 3)

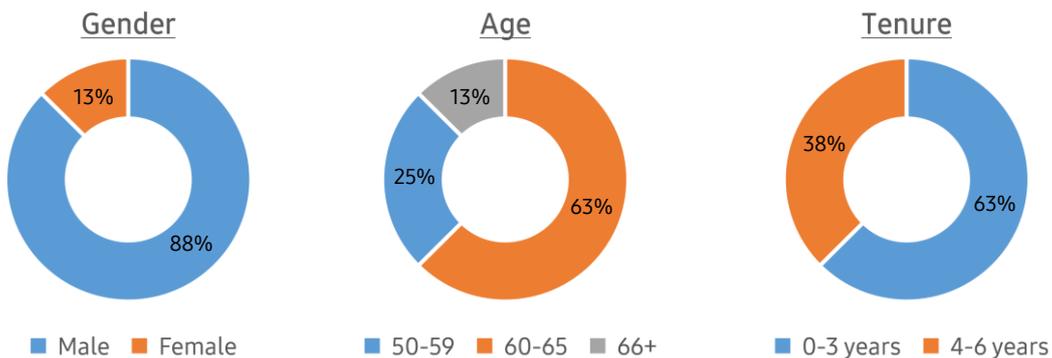
Proposed (2026)
 Number of BOD: 8
 (Independent: 5, Executive: 3)

| Position | Name | Tenure (years) |
|----------------------|------------------------------|----------------|
| Independent Director | Je-Yoon Shin ¹ | 2 |
| | Jun-Sung Kim | 4 |
| | Eunnyeong Heo ³ | 3 |
| | Myung-Hee Yoo ^{1,2} | 3 |
| | Hye-Kyung Cho ¹ | 2 |
| | Hyuk-Jae Lee | New |
| Executive Director | YoungHyun Jun | New |
| | Tae Moon Roh | 4 |
| | Jaihyuk Song ⁴ | New |

| Name | Tenure (years) | Position | Age | Gender | Country of nationality |
|----------------------------|----------------|--|-----|--------|------------------------|
| Je-Yoon Shin ¹ | 3 | Former Chairman, Financial Services Commission | 67 | M | Korea |
| Jun-Sung Kim | 5 | CIO, National University of Singapore Endowment Fund | 58 | M | Singapore |
| Eunnyeong Heo ¹ | 4 | Tenured Professor, Dept. of Energy Systems Engineering, Seoul National University | 61 | M | Korea |
| - | - | - | - | - | - |
| Hye-Kyung Cho ¹ | 3 | Tenured Professor, Applied AI, Hansung University | 61 | F | Korea |
| Hyuk-Jae Lee | 2 | Tenured Professor, Dept. of Electrical & Computer Engineering, Seoul National University | 61 | M | Korea |
| YoungHyun Jun | 2 | CEO & Vice Chairman, Head of Device Solutions (DS), Head of Memory Business | 65 | M | Korea |
| Tae Moon Roh | 5 | CEO & President, Head of Device eXperience (DX), Head of Mobile eXperience (MX) Business | 57 | M | Korea |
| Yong Kwan Kim | New | Corporate President, Corporate Management Strategy Operation, Device Solutions (DS) | 62 | M | Korea |

- Audit Committee member
- Myung-Hee Yoo, an Independent Director and member of the Audit Committee, has formally communicated to the Board her intention to resign for personal reasons.
- Eunnyeong Heo will resign as Independent Director in March 2026 and has been nominated for election as Independent Director for Audit Committee Member.
- Jaihyuk Song will resign as Executive Director in March 2026.

Board demographics (2026)





Yong Kwan (YK) Kim

Corporate President of Corporate Management, Strategy & Operation, Device Solutions (DS)

Age: 62

Board tenure: Newly nominated

Appointment term: 3 years

Executive Director

Country of nationality: Republic of Korea

Work Experience

- 2024–Present: Corporate President, Corporate Management Strategy Operation, Device Solutions (DS)
- 2024–2024: Executive Vice President, Business Support T/F
- 2020–2024: Head of Health & Medical Equipment Business
- 2017–2020: Head of Business Support, Health & Medical Equipment Business
- 2012–2017: Executive Vice President, Corporate Management Team and Corporate Strategy Team; Senior Vice President, Management Advisory Team
- 2011–2012: Head of Strategic Planning Team, Device Solutions (DS); Head of Financial Management Team, Memory Business

Board Experience

- March 2025–Present: Executive Director, Samsung Display
- 2020–2024: Executive Director, Samsung Medison

Education

- Master of Business Administration, Arizona State University Thunderbird
- B.A., Yonsei University

Rationale for recommendation by the Board

Mr. Yong Kwan Kim has been serving as Corporate President of Corporate Management, Strategy & Operation for the DS Division since November 2024, overseeing the strategic direction, capital investment planning, and operational efficiency of one of the Company's most critical divisions. His career encompasses significant roles within the Future Strategy Office and as the head of the Medical Device business, where he had delivered impactful results and strengthened the Company's performance across various business support functions.

Notably, he has recently made a significant contribution to restoring the competitiveness of the semiconductor business, ensuring its continued growth and paving the way for future innovations and market expansion in a rapidly evolving semiconductor industry. Furthermore, his leadership in planning and allocating capital investments, as well as enhancing the future business value of the DS Division—a key growth sector for Samsung Electronics—underscores his strategic acumen and commitment to driving sustainable growth.

One of his significant achievements is leading contract negotiations with various customers, including for the Taylor fab in the U.S. His client-focused efforts have not only secured the Company's foothold in key markets, but have also facilitated the establishment of strong customer relationships. Additionally, Mr. Kim has proactively managed negotiations with various governments, effectively navigating the complexities of international trade and regulatory environments. His

ability to adapt to internal and external changes has been instrumental in maintaining the Company's competitive edge.

Beyond his operational successes, Mr. Kim has also been a key figure in building trust with major shareholders. Through direct communication at investor meetings in the U.S., U.K., and Singapore, he has effectively conveyed the Company's strategic vision and financial stability, fostering strong investor confidence.

Given his extensive experience, strategic leadership, and proven track record of delivering results, the Board of Directors is nominating him as a candidate for Executive Director of Samsung Electronics.



Eunnyeong Heo

Tenured Professor, Department of Applied Engineering,
Graduate School of Engineering Practice,
Seoul National University

Age: 61

Board tenure: Since 2022

Appointment term: 2 years

Independent Director

Country of nationality: Republic of Korea

Work Experience

- 2022–2024: Associate Dean, Graduate School of Engineering Practice, Seoul National University
- 2022–Present: Chairman, Korea Institute of Energy Law
- 2020–Present: Full member, National Academy of Engineering of Korea
- 2019–2020: President, Korean Resource Economics Association
- 2018–2022: President, Korea Society of Innovation
- 2017–2018: Vice president, International Association for Energy Economics (IAEE)
- 2013–2015: Private Sector Commissioner, National Economic Advisory Council
- 1996–Present: Professor, College of Engineering · Graduate School of Engineering Practice, Seoul National University

Board Experience

- November 2022–Present: Independent Director, Samsung Electronics

Rationale for recommendation by the Board

Dr. Eunnyeong Heo is currently a tenured professor in the Department of Applied Engineering at Seoul National University and is recognized as one of Korea's leading scholars in the field of energy economics. In 2024, he was awarded the Order of Science and Technology Merit, Doyak Medal, in recognition of his contributions to the convergence of engineering technologies with business management and economics, and also to the implementation of government policies.

First appointed as an Independent Director in 2022, Dr. Heo has strengthened the quality of management decision-making by providing deep insights into global energy markets and industrial policies, and by actively incorporating stakeholder perspectives on climate, resource, and environmental matters into Board discussions. In addition, he has served as the head of the Related Party Transactions Committee, contributing to the objective operation of internal control systems and the establishment of a transparent corporate governance structure.

Based on the independence, objectivity, and high ethical standards demonstrated by Dr. Heo over the past four years, the Board believes that he possesses the requisite qualifications to perform the duties of an Audit Committee member and is well-positioned to strengthen the oversight of the Company's financial soundness, enhance compliance management, and promote shareholder value. The Board thus recommends voting for

- March 2016–March 2022: Independent Director, LX International

Education

- Ph.D. in Mineral Economics, The Pennsylvania State University
- B.S/M.S. in Mineral and Petroleum Engineering, Seoul National University

the appointment of Dr. Eunnyeong Heo to the position of Independent Director for Audit Committee Member.

[Dr. Heo's statement of his commitment to the Board](#)

“During my four-year tenure as an Independent Director, I have developed a deep understanding of the Company and the industry while fulfilling independent oversight responsibilities. In particular, over the past two years, I have served as the Head of the Related Party Transactions Committee, where I have thoroughly reviewed the fairness of internal transactions and worked to strengthen the Committee’s operations.

Going forward, drawing on my expertise as an energy economist, I will continue to provide counsel on the stable procurement of resources and energy, which are critical to the Company’s medium- to long-term growth. I will also serve as a bridge between internal and external stakeholders and offer guidance to ensure that the Company can respond effectively to sustainability management challenges such as supply chain stabilization, climate change response strategies, and technology leadership initiatives with a long-term perspective.

If appointed as an Audit Committee member, I will rigorously and objectively review the Company’s financial statements, leveraging my prior experience in validating the feasibility of large-scale facility investments and conducting quantitative analyses in energy-related projects. In addition, as disclosure requirements for ESG and non-financial information continue to expand, I will strive to comprehensively assess underlying risks to enhance the credibility of such information.

At a time when Board responsibilities are more critical than ever, I am committed to strengthening the Company’s internal controls and sustainability management practices as an Independent Director and potential Audit Committee member, thereby laying a solid foundation for the Company’s long-term growth.”

Agenda Item 5: Approval of Director Remuneration Limit (FY2026)

Compensation Committee

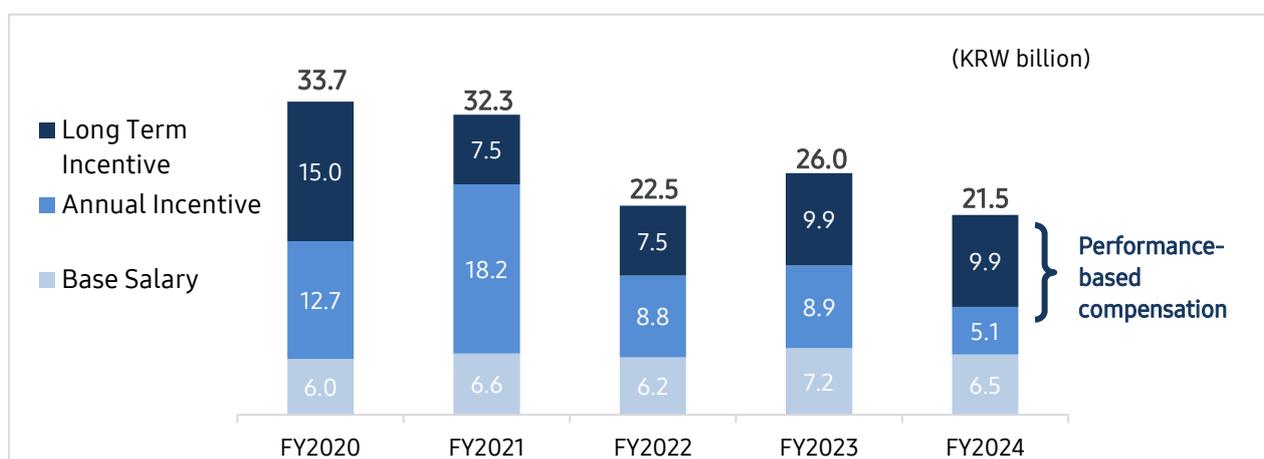
Samsung Electronics established the Compensation Committee in 2009 by a resolution of the Board, without legal mandates. The Committee consists entirely of Independent Directors to ensure the objectivity and transparency of decision-making regarding Director remuneration. It is responsible for assessing the appropriateness of Director compensation and reviewing the limit on Director compensation for the next fiscal year, which will be up for approval by the shareholders at the AGM.

Remuneration Structure

Our Director Remuneration program emphasizes the link between performance and compensation. The program consists of two elements: 1) general compensation; and 2) three-year long-term incentive (LTI).

| Category | | |
|------------------------------|-----------------------|--|
| 1) General compensation | 1.1) Base salary | Fixed compensation (including Independent Directors) |
| | 1.2) Annual incentive | Performance based compensation |
| 2) Long-Term Incentive (LTI) | | |

※ Remuneration of Directors by element (FY2020–FY2024; average portion)



* Individual remuneration for FY2025 will be disclosed in March 2026 in the 2025 Business Report, which will be posted on the IR website .

1) General compensation

General compensation consists of base salary (including that for Independent Directors) and annual incentives.

1.1) Base salary

In accordance with internal regulations for executive treatment (Board resolution), base salary is determined based on position, responsibilities, and performance results.

- Performance-based compensation such as annual incentives and LTI are calculated using base salary as the base.

1.2) Annual incentive

Annual incentives are based on achievements and financial performance in each business segment.

- Overall Performance Incentive (OPI): Paid once a year within 0–50% of annual salary based on the compensation resources calculated according to financial factors such as profit after tax (\pm assessed considerations) and cost of capital for the fiscal year by business unit (Adjusted according to individual performance).
- Target Achievement Incentive (TAI): Provided annually within a range of 200% of monthly salary based on target achievement of each business.
- Special Bonus: Provided as a one-time bonus based on the annual performance and financial results, in accordance with internal regulations approved by the Board—e.g., special bonus to the CEO of a Division for outperformance.

2) Long-Term Incentive (LTI)

The Company determines LTI by conducting performance evaluations at three-year intervals, and from FY2023, it distributes 33% of the incentive in each of the following three years. Samsung Electronics adopted the LTI system in 2005.

| | Term 1 | Term 2 | Term 3 | Term 4 | Term 5 | Term 6 | Term 7 |
|--------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Evaluation period: | 2005–2007 | 2008–2010 | 2011–2013 | 2014–2016 | 2017–2019 | 2020–2022 | 2023–2025 |
| Payment period: | 2008 | 2011–2013 | 2014–2016 | 2017–2019 | 2020–2022 | 2023–2025 | 2026–2028 |

Evaluation criteria

Comparison of 3-year ROE, EBIT margin, stock performance:

- ROE and EBIT margin are measured against figures at global peers
- Stock performance is measured against that of the KOSPI and of global peers

Clawback policy

The LTI plan features a clawback policy (or recovery plan) that enables the Company to reduce the awarded payments if any financial losses, such as contingent liabilities, are found after the LTI was determined. The plan's deferral of and ability to recover payments is designed to enhance management responsibility.

※ Implementation of equity incentives

The Board has proposed adjusting the cash-based executive compensation system, which is tied to past performance, to incorporate a future-oriented and highly motivating stock-based compensation system.

With the newly introduced stock-based incentive system, the Company is committed to strengthening shareholder-oriented management. We will continue to explore ways to further enhance our executive compensation system and will share any related decisions with our shareholders.

| Category | Overall Performance Incentive (OPI) | | Long-Term Incentive (LTI) |
|------------------|--|---|--|
| | 2024 OPI | 2025 OPI | 2025 LTI |
| Item | 2024 OPI | 2025 OPI | 2025 LTI |
| Grant date | January 2025 | January 2026 | July 2025 |
| Equity portion | <ul style="list-style-type: none"> - For registered Directors, compensation is paid 100% in equity - For other executives, compensation is paid 50% or more in equity, based on an individually selected ratio | <ul style="list-style-type: none"> - Up to 50% of OPI to be paid in equity, based on individual choice | <ul style="list-style-type: none"> - For registered Directors, compensation is paid 100% in equity - For other executives, compensation is paid 50% or more in equity, based on an individually selected ratio |
| Vesting date | January 2026 | January 2026 | July 2025 (50%) July 2026 (50%) |
| Lock-up Period | <ul style="list-style-type: none"> - Transfer is restricted for one year from the vesting date (two years for president-level executives) | <ul style="list-style-type: none"> - Transfer is restricted for one year from the vesting date | - |
| Other conditions | <ul style="list-style-type: none"> - If the stock price at the vesting date (Jan 2026) is lower than at the time of agreement, the number of shares to be delivered will be reduced in proportion to the decline. | <ul style="list-style-type: none"> - The scope of OPI equity-based compensation has been expanded from executives to employees | - |

* In addition to OPI and LTI stock compensation, the Company introduced Performance Stock Units (PSUs) in October 2025 to further motivate employees to create mid-to-long-term performance. Under the PSU program, the reference share price (Oct 2025) will be compared with that of the first year of payment (Oct 2028), and the number of shares to be vested to each executive and employee will be determined based on the rise of share price. The final number of shares determined in Oct 2028 will be vested over three-year period. This is an advanced compensation method, which effectively aligns executive and employee motivation with shareholder value creation as the compensation size increases in proportion to the Company's stock price. Additional details will be provided in the 2025 Annual business report, scheduled to be disclosed in March 2026.

FY2025: Actual Compensation

The actual total compensation in FY2025 was KRW 28.7 billion, which is approximately 80% of the annual remuneration limit.

(KRW billion)

| Category | FY2023 | | FY2024 | | FY2025 | |
|-----------------------------------|----------|--------|----------|--------|----------|--------|
| | Approved | Actual | Approved | Actual | Approved | Actual |
| General compensation ¹ | 33.0 | 16.1 | 33.0 | 11.6 | 26.0 | 19.3 |
| Long-term incentive (LTI) | 15.0 | 9.9 | 10.0 | 9.9 | 10.0 | 9.4 |
| Total ² | 48.0 | 26.0 | 43.0 | 21.5 | 36.0 | 28.7 |

1. Includes Independent Directors

2. Limited to the term as a registered Director

1) General compensation for FY2025 increased year-on-year

- General compensation payment increased year-over-year, driven by higher annual incentives (OPI and TAI) reflecting record-high profit in the semiconductor business.

2) LTI for FY2025 decreased slightly year-on-year

- In FY2025, 33% of the incentive was provided in accordance with the LTI system as it was the third year of the three-year term. However, as a portion of the LTI is paid in equity and such equity-based incentive is scheduled to be vested over FY2025 and FY2026, the actual amount paid in FY2025 decreased slightly compared to FY2024.

□ Compensation summary

- The following table shows information regarding Executive Director compensation for 1H FY2025, FY2024 and FY2023. In accordance with relevant regulations, Executive Director remuneration is disclosed semi-annually.
- Individual remuneration for FY2025 will be disclosed in March 2026 in the 2025 Business Report, which will be posted on the IR website.

(KRW billion)

| Name | Year | Base salary | Performance based ³ | Total |
|--|---------|-------------|--------------------------------|-------|
| Jong-Hee Han ¹ | 1H 2025 | 0.5 | 4.4 | 13.4 |
| | 2024 | 1.6 | 3.6 | 5.2 |
| | 2023 | 1.5 | 5.4 | 6.9 |
| YoungHyun Jun ² CEO, Head of DS Division | 1H 2025 | 0.9 | 0.3 | 1.2 |
| | 2024 | - | - | - |
| | 2023 | - | - | - |
| Tae Moon Roh CEO, Head of DX Division | 1H 2025 | 0.8 | 0.4 | 1.2 |
| | 2024 | 1.5 | 3.6 | 5.1 |
| | 2023 | 1.3 | 4.9 | 6.2 |
| Jaihyuk Song ² CTO of DS division | 1H 2025 | 0.4 | 0.1 | 0.5 |
| | 2024 | - | - | - |
| | 2023 | - | - | - |

1. Jong-Hee Han resigned as CEO (Head of DX Division) and Executive Director on March 25, 2025, and severance pay is included.

2. YoungHyun Jun and Jaihyuk Song were newly appointed as Executive Directors on March 19, 2025.

3. LTI included

※ Global peer comparison

(USD million)

| | SEC | Peer companies | | | | | | | |
|-----------------------------|------|----------------|------|-------|-------|--------|--------|-------|----------|
| | | Apple | QCOM | Cisco | MS | Micron | Nvidia | Intel | Broadcom |
| Total | 19.4 | 155.4 | 63.6 | 135.7 | 182.4 | 65.6 | 112.0 | 65.0 | 34.5 |
| Per person | 4.9 | 38.9 | 15.9 | 33.9 | 45.6 | 16.4 | 28.0 | 16.2 | 8.6 |
| As percentage of net profit | 0.1% | 0.1% | 1.1% | 1.3% | 0.2% | 0.8% | 0.2% | N/A | 0.6% |

* Comparison of SEC's average remuneration in FY2025 for the four Executive Directors to the actual remuneration paid to the top four executives at global peer companies.

* The currency rate is based on the average exchange rate in 2025.

* Based on the latest disclosure: FY2025 for Apple, Qualcomm, Cisco, Microsoft, Micron, Nvidia; FY2024 for Intel, Broadcom.

* Intel's net income in FY2024 is negative.

□ Independent Directors

- The remuneration for Independent Directors is included in general compensation. In FY2025, total remuneration remained consistent with FY2024.

(KRW billion)

| | FY2023 | FY2024 | FY2025 |
|---------------------------------|--------|--------|--------|
| Number of Independent Directors | 6 | 6 | 6 |
| Total remuneration | 1.2 | 1.1 | 1.1 |
| Per person | 0.20 | 0.18 | 0.18 |

FY2026: To Be Approved

The Board recommends a remuneration limit of KRW 45.0 billion for FY2026, up from KRW 36 billion in the previous year.

(KRW billion)

| | FY2024 | FY2025 | FY2026 |
|-----------------------------------|--------|--------|--------|
| General compensation ¹ | 33.0 | 26.0 | 26.0 |
| Long-term incentive (LTI) | 10.0 | 10.0 | 19.0 |
| Total | 43.0 | 36.0 | 45.0 |

1. Includes Independent Directors

1) General compensation

- The Board recommends maintaining the same level of general compensation limit in FY2026 from FY2025 in consideration of macro uncertainties.

2) Long-term incentive (LTI)

- For FY2026, the Board recommends an LTI limit of KRW 19.0 billion.
- Under the current scheme, Directors receive 33% of their LTI each year of the three-year payment period.
- FY2026 is Payment Year 1 of the current payment scheme, with LTI determined by performances over the FY2023–2025 period. Under the current scheme, the LTI limit for FY2026 has increased compared to FY2025 due to the following reasons:
 - The evaluation to determine the LTI pool for the next three years has not been finalized yet, so for this year, Year 1, the limit is set considering potential upper bounds of payment. (By way of reference, in the previous Year 1, which was 2023, the LTI limit was set at KRW 15 billion.)
 - In addition, as a portion of the equity-based LTI in FY2025 is scheduled to be vested in FY2026, the expected payout amount has increased due to the increase of the Company's stock price.

(KRW billion)

| | Previous term | | | Current term | | |
|-------------------|---------------|-------|--------|---------------|-------|--------|
| Evaluation period | FY2020–FY2022 | | | FY2023–FY2025 | | |
| Payment period | FY2023–FY2025 | | | FY2026–FY2028 | | |
| | | Limit | Actual | | Limit | Actual |
| Payment Year 1 | FY2023 (33%) | 15.0 | 9.9 | FY2026 (33%) | 19.0 | - |
| Payment Year 2 | FY2024 (33%) | 10.0 | 9.9 | FY2027 (33%) | - | - |
| Payment Year 3 | FY2025 (33%) | 10.0 | 9.4 | FY2028 (33%) | - | - |

Agenda Item 6: Approval of the Treasury Share Holding and Disposal Plan

※ Pursuant to the current status of the proposed amendment to the Commercial Act, which stipulates that approval at the general shareholders' meeting is mandatory for the holding or disposal of treasury shares, it is important to note that this particular agenda item remains subject to potential withdrawal by the Board of Directors. Such a decision could be made, if necessary, prior to the date of the general meeting, which is scheduled for March 18. The Board will carefully consider all relevant factors, including market conditions, shareholder interests, and strategic objectives, before making any final determination regarding the withdrawal of this item from the meeting agenda. As such, we will continue to monitor the situation closely and provide timely updates to all stakeholders as appropriate.

Background

In February 2026, the National Assembly of Korea is anticipated to pass an amendment to the Korean Commercial Act, which will introduce a new mandate requiring the cancellation of treasury shares. This legislative change is part of a broader effort to enhance corporate governance and ensure greater transparency in financial practices. According to the proposed amendment, any treasury shares acquired by a company must be cancelled within one year from the date of acquisition.

However, in specific and limited circumstances deemed essential for the smooth functioning and strategic advancement of business operations, a company may consider holding or disposing of treasury shares. Such circumstances may include, but are not limited to, the formation of strategic alliances, the execution of mergers and acquisitions, the restructuring of business operations, the allocation of capital expenditures, the introduction and development of innovative technologies, the enhancement of financial structures, and the optimization of employee compensation plans. It is imperative that any such plan or initiative is meticulously reviewed and subsequently receives the formal approval of the shareholders, ensuring that all actions taken are in the best interest of the company and its stakeholders.

Purpose of the holding or disposal of treasury shares and type · amount · acquisition method of treasury shares held or to be disposed

The treasury share totals presented in this report accurately reflect the cumulative number of shares acquired in strict accordance with the formal Board resolutions pertaining to the acquisition of treasury shares, which were duly approved and dated January 28, 2026. These figures encompass all transactions conducted up to the date immediately preceding the subsequent Board resolution held on February 24. It is important to note that the confirmed and finalized number of shares, following the complete execution and conclusion of the acquisition process, will be officially disclosed in due course. This disclosure will ensure transparency and provide a comprehensive update on the status of the treasury share acquisition.

To support the funding of employee compensation initiatives, the Board of Directors has devised a strategic plan to dispose of a portion of the shares currently held in its treasury. This decision aligns with the Company's broader financial planning and aims to ensure the sustainability of its compensation programs while maintaining fiscal responsibility. As of February 24, 2026, the Company's treasury shares comprise a total of 112,517,132 common shares and 13,603,461 preferred

shares. Among these, a specific allocation of 39,157,818 common shares has been earmarked for utilization in the employee compensation framework. This approach not only facilitates the effective distribution of resources but also underscores the Company's commitment rewarding its workforce while optimizing its financial assets.

The entire 39,157,818 common shares acquired and held in treasury for employee compensation are expected to be granted prior to the 2027 AGM date. If the actual number of shares granted is less than expected, the remaining shares are planned to be used for compensation purposes on a long-term basis after the 2027 AGM. The precise number of shares to be disposed of will vary, influenced by several critical factors, including the compensation amount determined based on business performance, the proportion of share compensation selected by employees, and the prevailing stock price at the time of the grant.

| | Type | Number | Acquisition method |
|---------------------|--------|------------------|--------------------|
| Currently held | Common | 39,157,818 | Open-market |
| Subject to disposal | Common | Up to 39,157,818 | Open-market |
| Remaining shares | Common | - | |

Matters based on the commencement date of holding¹ and the scheduled disposal date²

1. The commencement date of holding refers to the date of the 2026 AGM (March 18)
2. The scheduled disposal date refers to the date immediately prior to the 2027 AGM

| | The commencement date of holding | | The scheduled disposal date | |
|--|----------------------------------|--------------------------|-----------------------------|----------------|
| | Type | Number | Type | Number |
| Type, number of treasury shares, and acquisition method | Common | 112,517,132 ¹ | Common | - ² |
| | (Cancellation) | (73,359,314) | | |
| | (Compensation) | (39,157,818) | | |
| | Preferred | 13,603,461 ¹ | Preferred | - |
| | (Cancellation) | (13,603,461) | | |
| | Open-market | | Open-market | |
| Type and number of shares excluding treasury shares from total issued shares | Common | 5,807,120,790 | Common | 5,846,278,608 |
| | Preferred | 802,371,203 | Preferred | 802,371,203 |
| Ratio of treasury shares to total issued shares | Common | 1.9% | Common | - |
| | Preferred | 1.7% | Preferred | - |

1. Includes 73,359,314 common shares and 13,603,461 preferred shares scheduled for cancellation

2. Subject to change depending on the actual number of shares disposed and additional number of shares acquired during 2026

Planned holding and disposal period

The planned holding period is set to extend until the time of grant, in line with the operational framework of each respective stock-based compensation program. This approach ensures that all relevant considerations are thoroughly evaluated and that the implementation aligns with the strategic objectives of the organization. All pertinent details and updates regarding these programs will be formally presented and discussed at the 2027 general meeting of shareholders, ensuring transparency and comprehensive oversight.

In addition, the planned disposal period should be implemented in line with the operational framework of the stock-based compensation program, which is set to begin after March 18, 2026. The execution results, including detailed reports on the outcomes and deviations from the planned schedule, will be thoroughly analyzed and presented at the 2027 general meeting of shareholders.

Information About the General Meetings And Shareholder Rights

Overview

General meetings of shareholders are the Company's highest decision-making body, where shareholders deliberate and decide on important issues concerning the Company.

□ Convening

General meetings of shareholders shall be either ordinary or extraordinary meetings.

- Ordinary general meetings—held within three months of the record date.
- Extraordinary general meetings—held whenever deemed necessary.

* Extraordinary general meetings may be called by the Board or by persons as authorized by the Articles of Incorporation and the Commercial Act and convened in accordance with the relevant procedures.

□ Parties with authority to convene meetings

Persons or parties authorized to call ordinary and extraordinary general meetings under the Articles of Incorporation and the Commercial Act:

- Board of Directors
- Audit Committee
- Shareholders

* According to the Commercial Act, shareholders who have owned at least 1.5% of outstanding shares with voting rights of the Company for more than six months may request to convene extraordinary general meetings.

□ Notice of convening

Pursuant to the Article 17-3 of the Articles of Incorporation, a written or electronic notice thereof setting forth the time, date, place, and agenda of the meeting shall be sent to the shareholders at least two weeks prior to the general meeting of shareholders.

* For the purpose of transparency and protecting shareholder voting rights, the Company currently has a policy to notify the shareholders of a general meeting of shareholders three or four weeks prior to the general meeting of shareholders.

Operation

In accordance with our Article of Incorporation, each shareholder is entitled to one vote per share. The Company does not have any system or method (such as a dual class voting structure, etc.) to discriminate shareholders' voting rights.

□ Method of adopting resolutions at the general meeting of shareholders

1) Ordinary resolution

- Pursuant to the Commercial Act and the Articles of Incorporation, resolutions shall be passed by more than one half (1/2) of votes of the shareholders present at the general meeting of shareholders and by more than one fourth (1/4) of outstanding votes.
- Items of Ordinary Resolutions: Election of Directors, remuneration for Directors, approval of financial statements, etc.

2) Extraordinary resolution

- Pursuant to the Commercial Act and the Articles of Incorporation, resolutions for matters that are significant to the Company's operation, including but not limited to amendments to the Articles of Incorporation and M&As subject to a resolution at a General Meeting, shall be passed by a minimum of two thirds (2/3) of votes of the shareholders present at the general meeting of shareholders and by more than one third (1/3) of outstanding votes.
- Items of Extraordinary Resolutions: Amendment to the Articles of Incorporation, dismissal of Directors, approval of split or merger of the Company, etc.
- The Company does not allow mail-in voting. However, the Board in January 2020 resolved to adopt electronic voting to enable shareholders to exercise their voting rights more conveniently. Electronic voting has been available from the 51st AGM, held in March 2020. In addition, the Company recommends the granting of proxies by distributing a letter of attorney via various means—e.g., direct distribution, mail, upload on the IR website, or email.

□ Protection of minority shareholder rights in the general meeting of shareholders

We are committed to protecting the rights of the Company's minority shareholders, whose rights are set forth below:

1. Right to call general meetings of shareholders

- In accordance with the Commercial Act, shareholders who own more than 1.5% of outstanding shares with voting rights of the Company for more than six months may request to convene extraordinary general meetings.

2. Right to present shareholder proposals

- Pursuant to the Commercial Act and the Articles of Incorporation, shareholders with ownership of more than 0.5% of outstanding shares with voting rights for more than six months may present shareholder proposals at a general meeting of shareholders.

3

Corporate Governance

Overview – The Board of Directors

As of December 2025, the Board of Samsung Electronics is composed of three Executive Directors and six Independent Directors, with an Independent Director majority guaranteeing independence and transparency.

Independent Director Je-Yoon Shin has chaired the Board since 2025.

Board of Directors (as of December 2025)

| | | | |
|---------------------------|----------------------------|---------------|---------------|
| Executive Directors (3) | YoungHyun Jun | Tae Moon Roh | Jaihyuk Song |
| Independent Directors (6) | Je-Yoon Shin (Board Chair) | | |
| | Jun-Sung Kim | Eunnyeong Heo | Myung-Hee Yoo |
| | Hye-Kyung Cho | Hyuk-Jae Lee | |

Board Committees

The Management Committee

The Management Committee deliberates and decides matters either delegated by the Board, or specified in the Articles of Incorporation or Regulations of the Board, aiming to enhance professionalism and efficiency of decision-making.

The Audit Committee

The Audit Committee supervises and supports management to maximize corporate value using a system of checks and balances. The Committee consists of three Directors, and at least two thirds of them, according to relevant laws and regulations, must be Independent Directors.

The Independent Director Recommendation Committee

The Independent Director Recommendation Committee ensures that outside Directors are recruited and recommended in a fair and independent matter.

The Related Party Transaction Committee

The Related Party Transaction Committee (also known as the Internal Transaction Committee) is a compliance body to enhance corporate governance and to promote fair transactions. The Committee reviews pending transactions between the Company and its related parties.

The Compensation Committee

The Compensation Committee evaluates the appropriateness of and reviews and approves the limit on Director compensation to be submitted for resolution at a general meeting of shareholders. The Committee consists of three Independent Directors.

The Sustainability Committee

The Sustainability Committee was established in July 2021, as an expansion of the previously named Governance Committee, to pursue sustainability management in areas including ESG (environment, social, and governance) and to enhance shareholder value.

Composition of Board committees (as of February 2026)

We increased independence across the Board by forming all committees entirely with Independent Directors, excluding the Management Committee, which consists of three Executive Directors to make efficient decisions about business matters.

| | Members | | |
|---|--------------------------------|------------------------------|---|
| | Chair | Executive Directors | Independent Directors |
| Management Committee | YoungHyun Jun (Executive) | Tae Moon Roh Jaihyuk Song | - |
| Audit Committee | Je-Yoon Shin (Independent) | - | Myung-Hee Yoo Hye-Kyung Cho |
| Independent Director Recommendation Committee | Je-Yoon Shin (Independent) | - | Jun-Sung Kim Eunnyeong Heo Myung-Hee Yoo |
| Related Party Transactions Committee | Eunnyeong Heo (Independent) | - | Jun-Sung Kim Hyuk-Jae Lee |
| Compensation Committee | Je-Yoon Shin (Independent) | - | Jun-Sung Kim Eunnyeong Heo |
| Sustainability Committee | Jun-Sung Kim (Independent) | - | Je-Yoon Shin Eunnyeong Heo Myung-Hee Yoo Hye-Kyung Cho Hyuk-Jae Lee |

Board Skills Matrix (2025)

| Skills & Expertise | Executive Director | | | Independent Director | | | | | |
|---|--------------------|--------------|-------------|----------------------|--------------|--------------|--------------|--------------|--------------|
| | YoungHyunJun | Tae Moon Roh | JaihyukSong | Je-YoonShin | Jun-Sung Kim | EunnyeongHeo | Myung-HeeYoo | Hye-KyungCho | Hyuk-Jae Lee |
| Financial · Accounting | ● | ● | | ● | ● | ● | ● | ● | |
| Risk Management | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| Leadership | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| Board Experience | ● | ● | | ● | ● | ● | ● | ● | ● |
| Global Business · International Relations | ● | ● | ● | ● | ● | | ● | | ● |
| ESG | ● | ● | | ● | ● | ● | ● | ● | |
| Legal · Government · Public Policy | | | | ● | ● | ● | ● | | |
| M&A · Investment | ● | ● | ● | ● | ● | | | ● | ● |
| Industry & Technology | ● | ● | ● | | ● | ● | | ● | ● |
| Diversity | | | | | | | | | |
| Tenure | - | 3 | - | 1 | 3 | 2 | 2 | 1 | - |
| Age | 65 | 57 | 58 | 67 | 58 | 61 | 58 | 61 | 61 |
| Gender | M | M | M | M | M | M | F | F | M |

* ● : High level of professionalism ● : Professionalism



YoungHyun Jun, PhD

Birth: December 20, 1960
Director since 2025

Dr. YoungHyun Jun is Vice Chairman & CEO and Head of the Device Solutions Division at Samsung Electronics. Since assuming the position of the Device Solutions Division Head in May 2024, he has been leading efforts to strengthen the competitiveness of the semiconductor business, leveraging his business acumen and deep insights in memory development and the electronics industry. He also serves as the Head of the Memory Business, which has considerable influence on Samsung's financial performance.

Facing intensifying competition in the global semiconductor market, we believe Dr. YoungHyun Jun is the most qualified individual to secure competitive technologies and products, given his technological expertise and industry insight. We expect him to leverage his extensive experience and play a leading role in efforts to ensure swift, well-coordinated responses to key investor and stakeholder engagements.

Dr. Jun earned his B.A. in electrical engineering at Hanyang University, and his M.S. and Ph.D. in electrical engineering at Korea Advanced Institute of Science and Technology (KAIST).



Tae Moon Roh, PhD

Birth: September 3, 1968
Director since 2022

Dr. Tae Moon Roh, President & CEO, Head of the Device eXperience Division, and Head of the Mobile eXperience Business, is a leading expert in smartphones who won the Technology Award in the Samsung Award of Honor in 2010 in recognition of his role in developing the Galaxy S-series.

Since assuming leadership of the Mobile eXperience Business in 2020, Dr. Roh has successfully expanded the Galaxy ecosystem through the launches of Galaxy Tab, Galaxy Watch, and more. He introduced the world's first AI phone with the Galaxy S24 Series, securing an early lead in the AI smartphone market, and recently further elevated AI phones with the launch of the S25 Series.

In the stagnant but increasingly competitive smartphone market, he has pioneered new categories with foldable phones and AI phones while driving efforts in new business domains such as Samsung Health and Samsung Care+, with a continued commitment to expanding the business. Through such efforts, he fortified the framework for sustainable growth.

Dr. Roh earned his B.A. in electronic engineering at Yonsei University, and M.S. and Ph.D. in electrical engineering at Pohang University of Science and Technology.



Jaihyuk Song, PhD

Birth: August 3, 1967
Director since 2025

Since 2022, Dr. Jaihyuk Song has been serving as a Chief Technology Officer of the Device Solutions Division and Head of the Semiconductor R&D Center. Dr. Song, an expert in semiconductor technologies, successfully led the development and commercialization of V-NAND products and is continuing to drive innovation in next-generation technologies for future growth.

Dr. Song led the development of the world's first V-NAND product and mass production of multiple generations, including the current 8th generation, providing critical leadership in maintaining the No.1 share in the NAND market and spearheading efforts to secure fundamental, next-generation technologies via the Semiconductor R&D Center.

Aiming to strengthen R&D competitiveness, he has led transformative improvements in technology, systems, and corporate culture. Alongside this, he has drawn on his vast industry network built over many years to enhance academia-industry collaborations on future technologies and participate in government committees and C-level academic conferences, showing his commitment to keep expanding the Company's technological leadership.

Dr. Song earned his B.A. in electrical engineering at Korea Advanced Institute of Science and Technology (KAIST), and his M.S. and Ph.D. in electronics engineering at Seoul National University.

Profile of Board Members (Independent) (as of December 2025)



Je-Yoon Shin

Birth: March 25, 1958
Director since 2024
Board Chair

Mr. Je-Yoon Shin is an economic policy, finance, and fiscal affairs expert who has held various key positions in the Ministry of Economy and Finance. He also served as the Chairman of the Financial Services Commission, overseeing the establishment of Korea's financial policies.

Mr. Shin's distinguished history, which includes serving a two-year term from 2015 as Vice-president and then President of the Financial Action Task Force on Money Laundering and chairing the 2010 G20 Finance Deputies Meeting, has earned him widespread recognition as an expert in global risk management with experience in compliance of international regulations and monitoring of money laundering/terrorist financing. Furthermore, Mr. Shin's global expertise is highly regarded, having been the Finance Division's chief negotiator in the Korea-US FTA in 2005 and instrumental in closing the Korea-US currency swap deal in 2008, which helped the nation overcome the financial crisis.

He received his bachelor's degree in economics at Seoul National University and his M.A. in economics at Cornell University.



Jun-Sung Kim

Birth: October 14, 1967
Director since 2022

Mr. Jun-Sung Kim, the Chief Investment Officer of the National University of Singapore Endowment Fund, is a highly regarded investment professional with over 30 years of experience in global financial hubs, such as Singapore, New York and London. He has actively contributed as an investment expert in numerous roles, including Managing Director and Head of Total Return Strategies at the Government of Singapore Investment Corporation (GIC).

Since his appointment as an Independent Director in 2022, Mr. Kim has engaged directly with major institutional investors, Samsung's key shareholders, and proactively shared market and shareholders viewpoints with the Board.

Mr. Kim has also enhanced the diversity of Board discussions by delivering objective insights rooted in the perspectives of global investors. Specifically, he has been proactive in proposing methods to enhance both shareholder returns and value, including the repurchase program, and has been critical to steering the decision-making process, faithfully fulfilling his role as an Independent Director.

Mr. Kim earned his B.S. in Economics & Industrial Management at Carnegie Mellon University. He is also an alumnus of the Stanford Executive Program at Stanford University and the High Performance Board Programme at the International Institute for Management Development in Switzerland.



Eunnyeong Heo, PhD

Birth: August 7, 1964
Director since 2022

Dr. Eunnyeong Heo is currently a tenured professor at Seoul National University in the Department of Energy Systems Engineering. He is a leading expert in Korea in energy resources, the environment, and the techno-economy, with a particular focus on how they relate to policy and the economy. Dr. Heo is also a globally recognized scholar who possesses extensive networks and substantial influence in his fields.

Since his appointment as an Independent Director in 2022, Dr. Heo has been instrumental in broadening discussions on climate, resources, and the environment by ensuring the Board of Directors is informed on the evolving trends and viewpoints of both domestic and international stakeholders. He also provides substantive advice on enhancing the execution of the New Environmental Strategy, as seen in his proposed technology development roadmap. Notably, he demonstrates his leadership by actively reviewing and proposing plans to bolster our international supply chains and secure resource infrastructure at business sites, which are critical to the mid- to long-term manufacturing competitiveness of the semiconductor business.

Dr. Heo earned his B.S. and M.S. in mineral and petroleum engineering at Seoul National University, and his Ph.D. in mineral economics from the Pennsylvania State University.



Myung-Hee Yoo, JD

Birth: June 5, 1967
Director since 2022

Ms. Myung-Hee Yoo is a distinguished trade expert who has previously served as Trade Minister at the Ministry of Trade, Industry and Energy (MOTIE). She has a proven track record in high-stakes international negotiations, having played a pivotal role in securing major trade agreements such as the Korea-U.S. FTA; and finalizing the Regional Comprehensive Economic Partnership (RCEP), which involves 15 member nations. Based on her experience, Ms. Yoo was one of the two finalists for Director-General of the World Trade Organization in 2020, a testament to her outstanding capabilities and expertise both at home and abroad.

Since her appointment as an Independent Director in 2022, Ms. Yoo has provided valuable insights across a wide array of matters amid a rapidly changing international environment. Key topics included establishing strategies for improving the global business operating model, providing guidance and direction for practical responses to trade issues, and recommending measures to improve government communication. Furthermore, as an Audit Committee member, she has faithfully fulfilled her role of management oversight by identifying global trade risks, objectively reviewing and assessing key issues and business operations, and actively sharing recommendations to enhance business performance at the management level.

She earned her B.A. in English language and literature at Seoul National University, her M.A. in public policy at Seoul National University, and her J.D. from Vanderbilt University Law School.



Hye-Kyung Cho, PhD

Birth: July 16, 1964
Director since 2024

Dr. Hye-Kyung Cho is a top expert in robotics currently serving as a professor of Applied AI at Hansung University. She has over 30 years of work experience in robotics and related software, including in IT convergence and instrumentation and control engineering.

Dr. Cho has held numerous leadership positions in her field: President of Korea Robotics Society (2022); member of Mechanical Material Advisory Committee at Presidential Advisory Council on Science & Technology (2021–2022); and Vice President of the Institute of Control, Robotics and Systems (2020–2021). Moreover, she is a full member of the National Academy of Engineering of Korea, evidencing the recognition of her outstanding expertise both domestically and internationally.

She earned her B.A., M.S., and Ph.D. in Instrumentation and Control Engineering at Seoul National University.



Hyuk-Jae Lee, PhD

Birth: February 8, 1965
Director since 2025

Dr. Hyuk-Jae Lee, a tenured professor in the Department of Electrical and Computer Engineering at Seoul National University (SNU), is a preeminent figure in the semiconductor field, and he also serves as the Director of SNU Inter-university Semiconductor Research Center, CEO of SNU System-IC Industry Promotion Center, and Head of Project Team at SNU Graduate School of AI Semiconductor. Dr. Lee has also held several other distinguished roles, such as the President of the Institute of Electronics and Information Engineers in 2023, and since 2024, the co-chair of the Semiconductor Special Committee at National Academy of Engineering of Korea, underscoring his position as a leading force in driving the advancement of Korea’s semiconductor industry.

The emergence of AI has led to a seismic shift in the semiconductor market and caused rapid restructuring of the industry’s order and competitive landscape. Under these circumstances, Dr. Lee, a leading expert in both system and AI semiconductors, is expected to contribute greatly to the Board’s in-depth discussions on such matters and the development of well-defined strategies.

Dr. Lee earned his B.S. and M.S. in electronics engineering at Seoul National University, and Ph.D. in Electrical and Computer Engineering at Purdue University

Board Activities

The following tables present the agendas and voting results of meetings that were held by the Board and the Committees under the Board between January 2025 and December 2025.

□ Board meetings in FY2025

Board meetings and voting results of Directors

| Agenda | Results | Executive Directors | | | | | Independent Directors | | | | | | |
|--|----------|---------------------|--------------------------|--------|--------|--------------------------|-----------------------|--------|--------|--------|---------|--------|--------|
| | | JH Han | YH Jun | TM Roh | JB Lee | JH Song | HJ Kim | JS Kim | EN Heo | MH Yoo | JY Shin | HK Cho | HJ Lee |
| January 31 | | | | | | | | | | | | | |
| ① Approval of FY24 financial statements and full-year business report | Approved | For | | For | For | | For | For | For | For | For | For | |
| ② Appointment of the member of the Related Party Transactions Committee | Approved | For | | For | For | | For | For | For | For | For | For | |
| ※ Reported Items | | | | | | | | | | | | | |
| ① 2024 internal accounting management system | | | | | | | | | | | | | |
| February 18 | | | | | | | | | | | | | |
| ① Cancellation of treasury shares | Approved | For | | For | For | | For | For | For | For | For | For | |
| ② Acquisition of shares | Approved | For | | For | For | | For | For | For | For | For | For | |
| ③ Decision to convene the 56th AGM | Approved | For | | For | For | | For | For | For | For | For | For | |
| ④ Decision on the 56th AGM agenda items | Approved | For | | For | For | | For | For | For | For | For | For | |
| ※ Reported Items | | | | | | | | | | | | | |
| ① FY24 audited annual report | | | N/A (newly appointed) | | | N/A (newly appointed) | | | | | | | |
| ② FY24 full-year business report | | | | | | | | | | | | | |
| ③ Report on the FY24 operating effectiveness of internal control over financial reporting | | | | | | | | | | | | | |
| ※ Agenda item 1: Approval of FY24 financial statements, including balance sheet, income statement, and the statement of appropriation of retained earnings, etc | | | | | | | | | | | | | |
| ※ Agenda item 2: Election of directors | | | | | | | | | | | | | |
| - Item 2-1: Election of Independent Director | | | | | | | | | | | | | |
| · 2-1-1: Election of Jun-sung Kim as Independent Director | | | | | | | | | | | | | |

| Agenda | Results | Executive Directors | | | | | Independent Directors | | | | | | |
|--|----------|---------------------|--------|--------|--------|---------|-----------------------|--------|--------|--------|---------|--------|--------|
| | | JH Han | YH Jun | TM Roh | JB Lee | JH Song | HJ Kim | JS Kim | EN Heo | MH Yoo | JY Shin | HK Cho | HJ Lee |
| <ul style="list-style-type: none"> · 2-1-2: Election of Eun-nyeong Heo as Independent Director · 2-1-3: Election of Myung-hee Yoo as Independent Director · 2-1-4: Election of Hyuk-jae Lee as Independent Director - Item 2-2: Election of Executive Directors · 2-2-1: Election of YoungHyun Jun as Executive Director · 2-2-2: Election of Tae Moon Roh as Executive Director · 2-2-3: Election of Jaihyuk Song as Executive Director ※ Agenda Item 3: Approval of Director Remuneration Limit ※ Agenda item 4: Election of Audit Committee members - 4-1: Election of Je-yoon Shin as Audit Committee member - 4-2: Election of Myung-hee Yoo as Audit Committee member | | | | | | | | | | | | | |
| <ul style="list-style-type: none"> ⑤ Approval of 2025 social contribution matching fund | Approved | For | | For | For | | For | For | For | For | For | For | For |
| <ul style="list-style-type: none"> ⑥ Amendment to the Agenda item of donation contribution | Approved | For | | For | For | | For | For | For | For | For | For | For |
| <ul style="list-style-type: none"> ⑦ Sponsorship for the WorldSkills Competition | Approved | For | | For | For | | For | For | For | For | For | For | For |
| <ul style="list-style-type: none"> ⑧ Establishment of plans on health and safety for 2025 | Approved | For | | For | For | | For | For | For | For | For | For | For |
| <ul style="list-style-type: none"> ※ Reported Items ① Report on the FY24 operating effectiveness of internal control over financial reporting | | | | | | | | | | | | | |
| March 19 | | | | | | | | | | | | | |
| <ul style="list-style-type: none"> ① Appointment of the Board chair | Approved | For | For | For | | For | | For | For | For | For | For | For |
| <ul style="list-style-type: none"> ② Appointment of CEO | Approved | For | For | For | | For | | For | For | For | For | For | For |

| Agenda | Results | Executive Directors | | | | | Independent Directors | | | | | | | | |
|--|----------|---------------------|--------|--------|-----------------------|---------|-----------------------|--------|--------|--------|---------|--------|--------|-----|-----|
| | | JH Han | YH Jun | TM Roh | JB Lee | JH Song | HJ Kim | JS Kim | EN Heo | MH Yoo | JY Shin | HK Cho | HJ Lee | | |
| ③ Appointment of Board committee members | Approved | For | For | For | | For | | For | For | For | For | For | For | | |
| ④ Setting remuneration of Directors | Approved | For | For | For | | For | | For | For | For | For | For | For | | |
| ⑤ Appointment of Samsung Compliance Committee members | Approved | For | For | For | | For | | For | For | For | For | For | For | | |
| April 30 | | N/A (Deceased) | | | N/A (term expired) | | N/A (term expired) | | | | | | | | |
| ① Approval of 1Q25 interim business report and quarterly dividend | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ② Participation in the rights offering of Samsung SDI | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ③ Subscription to Group insurance for employees | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ④ Contribution for relief funds to wildfire-affected areas in Gyeongsang and Ulsan | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ⑤ Joining of New Technology Business Investment Associations | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ⑥ Contribution for incentive funds of outstanding partners in the DS Division | Approved | | | For | | For | | | For | For | For | For | For | For | For |
| ※ Reported Items | | | | | | | | | | | | | | | |
| ① Promotion of SSIFY 2.0 program | | | | | | | | | | | | | | | |
| May 23 | | | | | | | | | | | | | | | |
| ① Cancellation of treasury shares | Approved | | For | For | | For | For | For | For | For | For | For | | | |
| July 8 | | | | | | | | | | | | | | | |
| ① Acquisition of treasury shares | Approved | | For | For | | For | For | For | For | For | For | For | | | |
| July 25 | | | | | | | | | | | | | | | |
| ① Cancellation of treasury shares | Approved | | For | For | | For | For | For | For | For | For | For | | | |
| July 31 | | | | | | | | | | | | | | | |
| ① Approval of 2025 half-year business report and quarterly dividend | Approved | | For | For | | For | For | For | For | For | For | For | | | |
| ② Extension of loan agreement with Samsung Display | Approved | | For | For | | For | For | For | For | For | For | For | | | |
| ③ Appointment of the head of Independent Director Recommendation Committee | Approved | | For | For | | For | For | For | For | For | For | For | | | |

| Agenda | Results | Executive Directors | | | | | Independent Directors | | | | | | |
|---|----------|---------------------|--------|--------|-----------------------|---------|-----------------------|--------|--------|--------|---------|--------|--------|
| | | JH Han | YH Jun | TM Roh | JB Lee | JH Song | HJ Kim | JS Kim | EN Heo | MH Yoo | JY Shin | HK Cho | HJ Lee |
| October 30 | | | | | | | | | | | | | |
| ① Approval of 3Q25 interim business report and quarterly dividend | Approved | | For | For | | For | | For | For | For | For | For | For |
| ② Payment of annual membership fee to the Federation of Korean Industries | Approved | | For | For | | For | | For | For | For | For | For | For |
| ③ Charitable contributions | Approved | | For | For | | For | | For | For | For | For | For | For |
| ④ Cancellation of treasury shares | Approved | | For | For | | For | | For | For | For | For | For | For |
| ※ Reported Items | | | | | | | | | | | | | |
| ① Report on the CEO candidate pool | | | | | | | | | | | | | |
| ② Introduction of Performance Stock Unit (PSU) | | | | | | | | | | | | | |
| ③ Agenda items resolved by the Management Committee | | | | | | | | | | | | | |
| November 28 | | | | | | | | | | | | | |
| ① Appointment of CEO | Approved | N/A (Deceased) | For | For | N/A (term expired) | For | N/A (term expired) | For | For | For | For | For | For |
| ② Approval of transaction with affiliate company | Approved | | For | For | | For | | For | For | For | For | | |
| ③ Payment of retirement pension plan | Approved | | For | For | | For | | For | For | For | For | | |
| ④ Approval of business plan for 2026 | Approved | | For | For | | For | | For | For | For | For | | |
| ⑤ Joining of New Technology Business Investment Association | Approved | | For | For | | For | | For | For | For | For | | |
| ⑥ Contribution to Community Chest of Korea's annual fundraising campaign | Approved | | For | For | | For | | For | For | For | For | | |
| ⑦ Contribution to UNDP sourced from Samsung Global Goals | Approved | | For | For | | For | | For | For | For | For | | |
| ⑧ Appointment of compliance officer | Approved | | For | For | | For | | For | For | For | For | | |
| ※ Reported Items | | | | | | | | | | | | | |
| ① Report on compliance control activities | | | | | | | | | | | | | |
| ② Information security and personal data management system | | | | | | | | | | | | | |

* March 19, 2025: YoungHyun Jun and Jaihyuk Song were newly appointed as Executive Directors; Hyuk-jae Lee was newly appointed as Independent Director; Executive Director Tae Moon Roh, Independent Director Jun-sung Kim and Independent Director Eun-nyeong Heo, and Independent Director Myung-hee Yoo were reappointed

* March 19, 2025: Independent Director Han-jo Kim's and Executive Director Jung-bae Lee's terms expired.

* March 25, 2025: CEO Jong-hee Han (appointed in March, 2022) resigned from his positions of CEO and Executive Director

Board meeting attendance

| | Name | 2023 ¹ | 2024 ¹ | 2025 ¹ | Total | |
|-----------------------|---------------------------|-------------------|-------------------|-------------------|----------|--------------------|
| | | | | | Meetings | Overall attendance |
| Independent Directors | Jun-Sung Kim | 8 / 100% | 11 / 100% | 10 / 100% | 29 | 100% |
| | Eunnyeong Heo | 8 / 100% | 11 / 100% | 10 / 100% | 29 | 100% |
| | Myung-Hee Yoo | 8 / 100% | 11 / 100% | 10 / 100% | 29 | 100% |
| | Je-Yoon Shin | - | 8 / 100% | 10 / 100% | 18 | 100% |
| | Hye-Kyung Cho | - | 9 / 100% | 10 / 100% | 19 | 100% |
| | Hyuk-Jae Lee | - | - | 8 / 100% | 8 | 100% |
| | Han-Jo Kim ² | 8 / 100% | 11 / 100% | 2 / 100% | 21 | 100% |
| Executive Directors | YoungHyun Jun | - | - | 8 / 100% | 8 | 100% |
| | Tae Moon Roh | 8 / 88% | 11 / 100% | 10 / 100% | 29 | 97% |
| | Jaihyuk Song | - | - | 8 / 100% | 8 | 100% |
| | Jong-Hee Han ³ | 8 / 100% | 11 / 100% | 3 / 100% | 22 | 100% |
| | Jung-Bae Lee ⁴ | 8 / 100% | 11 / 100% | 2 / 100% | 21 | 100% |

1. Data for 2023-2025 is meetings / overall attendance

2. Term expired in March 2025

3. Resigned in March 2025

4. Term expired in March 2025

□ Committee participation in FY2025

Management Committee

| Agenda | Results | Executive Directors | | | | | | | | |
|--|----------|--------------------------|--------------------------|---------------|---------------|--------------------------|--------|-----|-----|-----|
| | | JH Han (75%) | YH Jun (100%) | TM Roh (100%) | JB Lee (100%) | JH Song (100%) | | | | |
| January 17 | | N/A (newly appointed) | N/A (newly appointed) | For | For | N/A (newly appointed) | | | | |
| ① Investment in memory business | Approved | | | | | | For | For | For | |
| ② Acquisition of overseas R&D facility | Approved | | | | | | For | For | For | |
| ③ Introduction of stock-based compensation for performance incentives | Approved | | | | | | For | For | For | |
| February 7 | | | | | | | For | For | For | |
| ① Investment in logistics center | Approved | | | | | | For | For | For | |
| February 26 | | N/A (term expired) | N/A (term expired) | For | For | For | | | | |
| ① Investment in memory business | Approved | | | | | | For | For | For | |
| ② Investment in memory business | Approved | | | | | | For | For | For | |
| ③ Investment in foundry business | Approved | | | | | | For | For | For | |
| March 24 | | N/A (Deceased) | N/A (Deceased) | For | For | N/A (term expired) | | | | |
| ① Investment in GPU business | Approved | | | | | | Absent | For | For | For |
| ② Execution of licensing agreement | Approved | | | | | | Absent | For | For | For |
| April 25 | | | | | | | For | For | For | |
| ① Appointment of Head of Management Committee | Approved | | | | | | For | For | For | |
| ② Investment in memory business | Approved | | | | | | For | For | For | |
| ③ Approval of long-term borrowings and related terms | Approved | | | | | | For | For | For | |
| ④ Purchase of product liability insurance | Approved | | | | | | For | For | For | |
| May 6 | | | | | | | For | For | For | |
| ① Acquisition of equity stake in overseas subsidiary | Approved | | | | | | For | For | For | |
| May 14 | | For | For | For | | | | | | |
| ① Acquisition of equity stake in overseas subsidiary | Approved | For | For | For | | | | | | |
| May 30 | | For | For | For | | | | | | |
| ① Introduction of stock-based compensation for long-term performance incentives for executives | Approved | For | For | For | | | | | | |
| July 1 | | For | For | For | | | | | | |
| ① Investment in Memory Business | Approved | For | For | For | | | | | | |
| ② Investment in Memory Business | Approved | For | For | For | | | | | | |
| July 26 | | For | For | For | | | | | | |
| ① Supply agreement with Tesla | Approved | For | For | For | | | | | | |
| July 29 | | For | For | For | | | | | | |
| ① Amendment to lease agreement | Approved | For | For | For | | | | | | |

| Agenda | Results | Executive Directors | | | | |
|--|----------|---------------------|------------------|------------------|-----------------------|-------------------|
| | | JH Han (75%) | YH Jun (100%) | TM Roh (100%) | JB Lee (100%) | JH Song (100%) |
| August 21 | | N/A (Deceased) | | | N/A (term expired) | |
| ① Sale of equity in overseas subsidiary | Approved | | For | For | | For |
| August 29 | | | | | | |
| ① Investment in foundry Business | Approved | | For | For | | For |
| ② Execution of patent agreement | Approved | | For | For | | For |
| September 10 | | | | | | |
| ① Investment in Memory Business | Approved | | For | For | | For |
| ② Investment in a logistics center | Approved | | For | For | | For |
| September 30 | | | | | | |
| ① Investment in Memory Business | Approved | | For | For | | For |
| October 13 | | | | | | |
| ① Introduction of performance-based stock compensation program and enhancement of performance incentive stock compensation program | Approved | | For | For | | For |
| November 4 | | | | | | |
| ① Investment in Memory Business | Approved | | For | For | | For |
| ② Investment in Pyeongtaek facility | Approved | | For | For | | For |
| November 14 | | | | | | |
| ① Establishment of overseas subsidiary | Approved | | For | For | | For |
| ② Investment in Memory Business | Approved | | For | For | | For |
| ③ Establishment of overseas subsidiary | Approved | | For | For | | For |
| November 27 | | | | | | |
| ① Investment in Memory Business | Approved | | For | For | | For |
| ② Long-term borrowings | Approved | | For | For | | For |
| December 1 | | | | | | |
| ① Investment in foundry Business | Approved | | For | For | | For |
| ② Investment in Memory Business | Approved | | For | For | | For |
| December 15 | | | | | | |
| ① Investment in Memory Business | Approved | | For | For | | For |
| ② Acquisition of land in the Yong-in National Industrial Complex | Approved | | For | For | | For |
| ③ Investment in GPU business | Approved | For | For | For | | |
| December 22 | | | | | | |
| ① Acquisition of equity interest in overseas subsidiary | Approved | For | For | For | | |
| December 31 | | | | | | |
| ① Investment in Memory Business | Approved | For | For | For | | |

Audit Committee

| Agenda |
|--|
| January 24 |
| <ul style="list-style-type: none">① 2024 internal control over financial reporting activities② Communication between external auditor and audit committee③ FY24 financial statements and full-year business report④ 4Q24 non-audit activities⑤ 4Q24 external contributions⑥ 2024 audit activities |
| February 14 |
| <ul style="list-style-type: none">① Deliberation on the 56th AGM agenda items② Evaluation of 2024 internal control over financial reporting activities③ Audit Committee's audit report④ Operational status of 2024 internal control over financial reporting |
| April 28 |
| <ul style="list-style-type: none">① Appointment of the head of the Audit Committee② Communication between external auditor and audit committee③ 2024 external audit activities④ 1Q25 interim business report⑤ 1Q25 non-audit activities⑥ Determining contract terms with external auditors⑦ Inspection plans for 2025 internal control over financial reporting activities⑧ 1Q25 external contributions |
| May 28 |
| <ul style="list-style-type: none">① Evaluation plans for 2025 internal control over financial reporting activities |
| July 29 |
| <ul style="list-style-type: none">① Communication between external auditor and Audit Committee② Improvement of the operating regulations for support department of Audit Committee③ Approval of compliance requirements and evaluation criteria for the appointment of Audit Committee member |
| July 30 |
| <ul style="list-style-type: none">① 2025 half-year business report② 2Q25 non-audit activities③ Interim report on the 2025 operating effectiveness of internal control over financial reporting④ 2Q25 external contributions⑤ 1H25 audit activities⑥ Operational status of compliance reporting⑦ Operational status of information security management system |
| August 11 |
| <ul style="list-style-type: none">① Operational status of capital management and control system in North America② Status of litigation response in North America③ Report on operation of misconduct reporting channels and compliance audit status④ Status of sales deduction operation and control |

Agenda

October 28

- ① Communication between external auditor and Audit Committee
- ② 3Q25 interim business report
- ③ 3Q25 non-audit activities (*)
- ④ 3Q25 external contributions
- ⑤ interim report on the 2025 operating effectiveness of internal control over financial reporting

November 26

- ① Evaluation result of external auditor candidate proposal
- ② Status of compliance inspection
- ③ Security framework of the DS Division

November 28

- ① Approval of decisions related to the appointment of external auditor

(*) Reported that the Company's external auditor did not perform any non-audit activities subject to approval by the Audit Committee, and the Audit Committee ultimately confirmed that no such non-audit activities requiring approval were performed.

Sustainability Committee

Agenda

January 24

- ① Report on updates of IR
- ② Plans to release Sustainability Report 2025
- ③ Quality innovation Committee

April 29

- ① Appointment of the Head of the Sustainability Committee
- ② Mid- to long-term health and safety goals
- ③ Global disclosure regulation trends
- ④ Progress of climate scenario analysis
- ⑤ Report on updates of IR

July 30

- ① Report on updates of IR
- ② Status of stakeholder engagement
- ③ Establishment of ESG Data platform

October 28

- ① Recent activism trends and key implications
- ② Report on updates of IR
- ③ Progress of New Environmental Strategy
- ④ Response to stakeholder requirements related to carbon reduction target in DX Division

November 26

- ① Progress on 2024-2025 shareholder return policy and policy direction for 2026

Related Party Transactions Committee

| Agenda |
|---|
| January 24 |
| ① Report on 4Q24 related party transactions |
| April 28 |
| ① Appointment of the Head of the Related Party Transactions Committee |
| ② Prior review on large-scale related party transactions |
| 1) Participation in the rights offering of Samsung SDI |
| 2) Joining of New Technology Business Investment Associations |
| 3) Subscription to Group insurance for employees |
| ③ Report on 1Q25 related party transactions |
| July 30 |
| ① Prior review on large-scale related party transactions |
| 1) Extension of Lease agreement with Samsung Display |
| ② Report on 2Q25 related party transactions |
| October 28 |
| ① Prior review on large-scale related party transactions |
| 1) Charitable contributions |
| ② Report on 3Q25 related party transactions |
| November 26 |
| ① Prior review on large-scale related party transactions |
| 1) Payment of retirement pension plan |
| 2) Joining of New Technology Business Investment Associations |
| 3) Approval of 2026 large-scale product and service transactions |

Compensation Committee

| Agenda | Results | Independent Directors | | | |
|---|----------|--------------------------|-----------|------------|-----------------------------|
| | | HJ Kim | JS Kim | JY Shin | EN Heo |
| February 14 | | | | | |
| ① Appointment of the Head of the Compensation Committee | Approved | For | For | For | N/A (newly appointed) |
| ② Deliberation on Executive Director Remuneration System and fixed annual salary for each Executive Director for 2025 | Approved | For | For | For | |
| ③ Deliberation on Director remuneration limit for 2025 | Approved | For | For | For | |
| April 28 | | N/A (term expired) | | | |
| ① Appointment of the Head of the Compensation Committee | Approved | | For | For | For |
| ② Deliberation on Executive Director Remuneration System for 2025 | Approved | | For | For | For |
| ③ Settlement of incentives following the passing of an Executive Director | Approved | | For | For | For |
| October 13 | | | | | |
| ① Performance-based stock compensation agreement for 2025 | Approved | | For | For | For |
| ② Deliberation on Executive Director Remuneration System for 2025 | Approved | | For | For | For |

□ Committee participation in FY2025–FY2026

The Independent Director Recommendation Committee

| Agenda | Results | Independent Directors | | | | |
|--|----------|-----------------------|-----------|-----------|--------------------------|--------------------------|
| | | JY Shin | EN Heo | MH Yoo | HJ Kim | JS Kim |
| January 24. 2025 | | | | | | |
| ① Deciding the date for recommending Independent Directors | Approved | For | For | For | N/A (newly appointed) | N/A (newly appointed) |
| February 14. 2025 | | | | | | |
| ① Recommending candidates for Independent Directors | Approved | For | For | For | For | |
| July 31. 2025 | | | | | | |
| ① Report on the process of selecting independent director candidates | Report | - | - | - | N/A (term expired) | - |
| February 12. 2026 | | | | | | |
| ① Recommending candidates for Independent Director | Approved | For | For | For | | For |

Share Ownership Structure

□ Overview

As of the end of 2025, the total number of shares outstanding was 6,735,612,586. The number of common and preferred shares outstanding were 5,919,637,922 (87.9%) and 815,974,664 (12.1%), respectively.

As of the end of 2025, the number of total treasury shares was 105,432,448 (1.6% of total shares outstanding), consisting of 91,828,987 common shares (1.6% of common shares outstanding) and 13,603,461 preferred shares (1.7% of preferred shares outstanding).

Ownership structure as of end-FY2025

| | Foreign | Domestic institutional | Domestic individual | Major shareholders & related parties | Treasury shares |
|-----------|---------|------------------------|---------------------|--------------------------------------|-----------------|
| Common | 51.2% | 14.6% | 12.9% | 19.8% | 1.6% |
| Preferred | 74.2% | 3.9% | 20.1% | 0.1% | 1.7% |

Major shareholders of common stock as of end-FY2025

| Ranking | Owner ¹ | Number | Portion of total |
|--|---|---------------|------------------|
| 1 | Samsung Life Insurance Co., Ltd. ² | 508,329,171 | 8.6% |
| 2 | National Pension Service of Korea | 460,135,840 | 7.8% |
| 3 | Samsung C&T Corp. | 298,818,100 | 5.0% |
| 4 | CITIBANK.N.A. ³ | 173,688,125 | 2.9% |
| 5 | Norges Bank | 102,742,618 | 1.7% |
| Total Number of Outstanding Common Stock | | 5,919,637,922 | 100.0% |

1. Single institution/fund in the shareholder registry

2. The number of shares owned and share ratio includes special accounts.

3. SEC's GDR depository institution representing GDR shareowners; reported as an independent shareholder in the shareholder registry.

□ Voting shares

The number of issued shares for Samsung Electronics are 5,919,637,922 common shares and 815,974,664 preferred shares.

The 91,828,987 common shares held in treasury do not have voting rights; preferred shares do not carry voting rights; and the 598,329,941 shares owned by affiliated companies have limited voting rights under relevant laws. Thus, the number of shares with voting rights is 5,229,163,926.

Total shares with voting rights as of end-FY2025

| Category | Type | Number of shares | Note |
|---|-----------|------------------|--|
| Number of outstanding shares (A) | Common | 5,919,637,922 | - |
| | Preferred | 815,974,664 | - |
| Treasury shares (no voting rights) (B) | Common | 91,828,987 | Article 369-2 of the Commercial Act "Treasury Shares" |
| Shares with voting rights eliminated by Articles of Incorporation (C) | Preferred | 815,974,664 | |
| Shares with limited voting rights under relevant laws (D) | Common | 598,329,941 | Restricted by the Monopoly Regulation and Fair Trade Act: 503,904,843 shares held by Samsung Life Insurance; 88,058,948 shares held by Samsung Fire & Marine Insurance; 4,484,150 shares held by Samsung Welfare Foundation; 1,880,750 shares held by Samsung Foundation Of Culture; 1,250 shares held by Samsung Life Public Welfare Foundation |
| | Common | 315,068 | Restricted by the Insurance Business Act: Some part of shares held by special account of Samsung Life Insurance |
| Shares with revived voting rights (E) | - | - | - |
| Total Shares with voting rights (F) | Common | 5,229,163,926 | (F = A - B - C - D + E) |

* Among shares with limited voting rights under relevant laws, some of the 598,329,941 shares that are restricted by the Monopoly Regulation and Fair Trade Act can exercise voting rights for appointment/dismissal of executives and modification of the articles of incorporation.

□ Share ownership of Board Members

The following table presents shares and stock options held by members of the Board as of December 31, 2025.

(Shares)

| Name | Status | Since | Common Shares |
|---------------|----------------------|---------------|---------------|
| YoungHyun Jun | Executive Director | March 2025 | 17,000 |
| Tae Moon Roh | Executive Director | March 2022 | 50,679 |
| Jaihyuk Song | Executive Director | March 2025 | 13,373 |
| Je-Yoon Shin | Independent Director | March 2024 | 0 |
| Jun-Sung Kim | Independent Director | March 2022 | 0 |
| Eunnyeong Heo | Independent Director | November 2022 | 0 |
| Myung-Hee Yoo | Independent Director | November 2022 | 0 |
| Hye-Kyung Cho | Independent Director | March 2024 | 500 |
| Hyuk-Jae Lee | Independent Director | March 2025 | 200 |

Independent Auditor Fees

The following table presents fees for professional audit services rendered by Samjong KPMG International Cooperative (“Samjong KPMG”) and Deloitte Touche Tohmatsu Anjin (“Deloitte Anjin”) for the audit of Samsung Electronics’ annual financial statements for the three years FY2022–2024, and fees billed for other services during those periods.

(KRW million)

| Year of operation | Auditor | Audit services | Non-audit services | Audit opinion |
|------------------------------------|----------------|----------------|--------------------|---------------------|
| 56th (Jan 1, 2024–Dec 31, 2024) | Samjong KPMG | 7,800 | 116 | Unqualified opinion |
| 55th (Jan 1, 2023–Dec 31, 2023) | Samjong KPMG | 7,800 | 333 | Unqualified opinion |
| 54th (Jan 1, 2022–Dec 31, 2022) | Deloitte Anjin | 8,424 | - | Unqualified opinion |

* Non-Audit Services include advisory services on tax and E-Discovery services, etc.

* Upon termination of the contract with previous auditor, Deloitte Anjin, Samjong KPMG has been designated as the Company’s external auditor for three years ending December 31, 2025, in accordance with periodic designation regulation of Article 11 (1) and (2) of the “Act on External Audit of Stock Companies, Etc.” Article 17 of the “Enforcement Decree of the Act on External Audit of Stock Companies, Etc.”, and Article 10 and Article 15 (1) of “Regulations on External Audit and Accounting”

Corporate Governance Websites

You can read more information about Samsung’s corporate governance practices from our website:

- Articles of Incorporation
<https://www.samsung.com/global/ir/governance-csr/global-code-of-conduct/>
- Board of Directors
<https://www.samsung.com/global/ir/governance-csr/board-of-directors/>
- Board Committees
<https://www.samsung.com/global/ir/governance-csr/board-committee/>
- Global Code of Conduct
<https://www.samsung.com/global/ir/governance-csr/global-code-of-conduct/>
- Board Skills Matrix
https://images.samsung.com/is/content/samsung/assets/global/ir/docs/Samsung_Board_Skills_Matrix_ENG_20253Q.pdf
- Sustainability Website
<https://www.samsung.com/global/sustainability/>

Financial Statements (FY2025)

CONSOLIDATED FINANCIAL STATEMENTS OF SAMSUNG ELECTRONICS CO., LTD. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS

※ Audited financial statements with the independent auditor's opinion are available on the investors relations (IR) website.

<https://www.samsung.com/global/ir/reports-disclosures/public-disclosure/>

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Convenience Translation into United States Dollar Amounts

The US dollar amounts provided in the consolidated financial statements represent supplementary information solely for the convenience of the reader. All Korean won amounts are expressed in US dollar at the rate of W1,421.89 to \$1, the average exchange rate for the year ended December 31, 2025. Such presentation is not in accordance with generally accepted accounting principles and should not be construed as a representation that the Korean won amounts shown could be readily converted, realized or settled in US dollars at this or any other rate.

Independent Auditors' Report

To the Shareholders and Board of Directors of
Samsung Electronics Co., Ltd.:

Opinion

We have audited the accompanying consolidated financial statements of Samsung Electronics Co., Ltd. and its subsidiaries ("the Group"), expressed in Korean won, which comprise the consolidated statements of financial position as of December 31, 2025, and 2024 and the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024 and its consolidated financial performance and cash flows for the years then ended in accordance with Korean International Financial Reporting Standards ("Korean IFRS").

Basis for Opinion

We conducted our audits in accordance with International Standards on Auditing ("ISAs") and Korean Standards on Auditing ("KSAs"). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountant's International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Republic of Korea, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements as of and for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1) Evaluation of commencement of depreciation related to construction in progress

The Group's Device Solutions (DS) division is constructing factories for semiconductor production and begins depreciation of the production lines and equipment when they are available for use. Determining when the assets are available for use requires management's judgment, and as explained in Note 2, *Material Accounting Policies*, the Group's assessment of when the production lines and equipment are available for use requires management's subjective judgments on whether the assets are operating as intended.

We identified the evaluation of commencement of depreciation related to construction in progress as a key audit matter because the DS division's investments are significant and if the commencement of depreciation is determined contrary to the substance, the impact of depreciation amount on the consolidated financial statements would be significant.

The primary audit procedures we performed to address this key audit matter are as follows:

- Understanding of the Group's accounting policies and the processes and internal controls applied to the evaluation of when the assets are available for use;
- Evaluating the design and testing the operating effectiveness of the internal controls over the approval on commencement of depreciation related to construction in progress;
- Evaluating the design and implementation of the operating effectiveness of the internal controls over identifying and monitoring of delayed construction in progress;
- Inspecting documentation supporting the appropriateness of the commencement of depreciation of construction in progress during the year and subsequent to year-end on a sample basis; and
- Observing, on a sample basis, whether the Group's construction in progress projects have been placed into operation.

2) Sales deduction related to sales promotion activities

The Group's Device eXperience (DX) division performs sales promotion activities, which includes providing price or volume discounts and incentives to customers including retail and telecommunication companies, based on explicit or implicit agreements. As disclosed in Note 2, *Material Accounting Policies*, and Note 3, *Material Accounting Estimates and Assumptions*, of the consolidated financial statements, the Group estimates the expected expenditures and discounts resulting from sales promotion activities at the time of revenue recognition and deducts the amount from revenue.

We identified the accuracy and completeness of sales deductions from promotional activities as a key audit matter because the calculation of sales deductions involves significant estimates and judgements by management and is subject to possible bias or error and the amount is material to the consolidated financial statements.

The primary audit procedures we performed to address this key audit matter are as follows:

- Evaluating the Group's accounting policies and understanding the processes and internal controls relating to the applied to sales deductions;
- Evaluating the design and testing the operating effectiveness of internal controls over the approval of the sales deduction policy;
- Evaluating the design and testing the operating effectiveness of internal controls over the sales deduction estimates and the approval of post-settlement adjustments;
- Evaluating the reasonableness of the estimates by inspecting, on a sample basis, the documentation supporting sales deductions estimates; and
- Evaluating the accuracy and completeness of sales deductions by comparing on a sample basis, the period-end estimates to amounts settled subsequent to the period-end and examining relevant documentation.

Other Matters

The procedures and practices utilized in the Republic of Korea to audit such consolidated financial statements may differ from those generally accepted and applied in other countries.

The accompanying consolidated financial statements as of and for the years ended December 31, 2025 and 2024 have been translated into United States dollars solely for the convenience of the reader. We have audited the translation and, in our opinion, the consolidated financial statements expressed in Korean won have been translated into dollars on the basis set forth in Note 2.18 to the consolidated financial statements.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Korean IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and KSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs and KSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls.

- Evaluate the appropriateness of accounting policies used in the preparation of the consolidated financial statements and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Han, Sang Hyun.

Seoul, Korea
February 12, 2026

This report is effective as of February 12, 2026. Certain subsequent events or circumstances which may occur between the audit report date and the time of reading this report, could have a material impact on the accompanying consolidated financial statements and notes thereto. Accordingly, the readers of the audit report should understand that the above audit report has not been updated to reflect the impact of such subsequent events or circumstances, if any.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | December 31, 2025 KRW | December 31, 2024 KRW | December 31, 2025 USD | December 31, 2024 USD |
|---|-------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | 4, 29 | 57,856,378 | 53,705,579 | 40,689,908 | 37,770,686 |
| Short-term financial instruments | 4, 29 | 67,965,021 | 58,909,334 | 47,799,232 | 41,430,443 |
| Short-term financial assets at fair value through profit or loss | 4, 6, 29 | 25,715 | 36,877 | 18,085 | 25,935 |
| Trade receivables | 4, 5, 7, 29 | 51,127,642 | 43,623,073 | 35,957,644 | 30,679,743 |
| Non-trade receivables | 4, 7, 29 | 7,481,327 | 9,622,974 | 5,261,555 | 6,767,757 |
| Prepaid expenses | | 3,627,172 | 3,362,824 | 2,550,960 | 2,365,046 |
| Inventories | 8 | 52,636,828 | 51,754,865 | 37,019,042 | 36,398,765 |
| Other current assets | 4, 29 | 6,964,529 | 6,046,740 | 4,898,096 | 4,252,623 |
| | | 247,684,612 | 227,062,266 | 174,194,522 | 159,690,998 |
| Non-current assets | | | | | |
| Financial assets at fair value through other comprehensive income | 4, 6, 29 | 16,295,005 | 10,580,932 | 11,460,141 | 7,441,481 |
| Financial assets at fair value through profit or loss | 4, 6, 29 | 1,280,501 | 1,175,749 | 900,566 | 826,894 |
| Investments in associates and joint ventures | 9 | 13,772,121 | 12,592,117 | 9,685,818 | 8,855,931 |
| Property, plant and equipment | 10 | 215,304,784 | 205,945,209 | 151,422,059 | 144,839,548 |
| Intangible assets | 11 | 29,480,565 | 23,738,566 | 20,733,435 | 16,695,135 |
| Net defined benefit assets | 14 | 4,271,547 | 3,089,571 | 3,004,143 | 2,172,870 |
| Deferred income tax assets | 25 | 18,840,559 | 14,236,468 | 13,250,408 | 10,012,389 |
| Other non-current assets | 4, 7, 29 | 20,012,416 | 16,111,070 | 14,074,565 | 11,330,781 |
| | | 319,257,498 | 287,469,682 | 224,531,135 | 202,175,029 |
| Total assets | | 566,942,110 | 514,531,948 | 398,725,657 | 361,866,027 |

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | December 31, 2025 KRW | December 31, 2024 KRW | December 31, 2025 USD | December 31, 2024 USD |
|--|---------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Liabilities and Equity | | | | | |
| Current liabilities | | | | | |
| Trade payables | 4, 29 | 13,039,380 | 12,370,177 | 9,170,487 | 8,699,842 |
| Short-term borrowings | 4, 5, 12, 29 | 17,574,980 | 13,172,504 | 12,360,337 | 9,264,112 |
| Other payables | 4, 29 | 21,365,657 | 18,547,365 | 15,026,288 | 13,044,207 |
| Advances received | 17 | 1,933,598 | 1,841,420 | 1,359,883 | 1,295,055 |
| Withholdings | 4, 29 | 1,001,885 | 991,812 | 704,617 | 697,533 |
| Accrued expenses | 4, 17, 29 | 32,707,431 | 29,613,258 | 23,002,863 | 20,826,757 |
| Current income tax liabilities | | 7,037,174 | 4,340,171 | 4,949,186 | 3,052,406 |
| Current portion of long-term liabilities | 4, 12, 13, 29 | 1,177,508 | 2,207,290 | 828,132 | 1,552,369 |
| Provisions | 15 | 7,690,559 | 8,216,469 | 5,408,706 | 5,778,574 |
| Other current liabilities | 4, 17, 29 | 2,883,176 | 2,025,833 | 2,027,714 | 1,424,753 |
| | | 106,411,348 | 93,326,299 | 74,838,213 | 65,635,608 |
| Non-current liabilities | | | | | |
| Debentures | 4, 13, 29 | 7,134 | 14,530 | 5,017 | 10,219 |
| Long-term borrowings | 4, 12, 29 | 6,479,517 | 3,935,860 | 4,556,990 | 2,768,058 |
| Long-term other payables | 4, 29 | 5,602,031 | 5,510,455 | 3,939,862 | 3,875,457 |
| Net defined benefit liabilities | 14 | 558,520 | 521,410 | 392,802 | 366,703 |
| Deferred income tax liabilities | 25 | 709,226 | 528,231 | 498,793 | 371,500 |
| Long-term provisions | 15 | 2,900,411 | 3,120,044 | 2,039,835 | 2,194,301 |
| Other non-current liabilities | 4, 17, 29 | 7,953,586 | 5,383,049 | 5,593,691 | 3,785,853 |
| | | 24,210,425 | 19,013,579 | 17,026,990 | 13,372,091 |
| Total liabilities | | 130,621,773 | 112,339,878 | 91,865,203 | 79,007,699 |

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | | December 31, | December 31, | December 31, | December 31, |
|--|-------|--------------------|--------------------|--------------------|--------------------|
| | Notes | 2025 | 2024 | 2025 | 2024 |
| | | KRW | KRW | USD | USD |
| Equity attributable to owners of the parent company | | | | | |
| Preference shares | 18 | 119,467 | 119,467 | 84,020 | 84,020 |
| Ordinary shares | 18 | 778,047 | 778,047 | 547,194 | 547,194 |
| Share premium | | 4,403,893 | 4,403,893 | 3,097,221 | 3,097,221 |
| Retained earnings | 19 | 402,135,600 | 370,513,188 | 282,818,613 | 260,578,834 |
| Other components of equity | 20 | 16,876,248 | 15,873,008 | 11,868,925 | 11,163,355 |
| | | 424,313,255 | 391,687,603 | 298,415,973 | 275,470,624 |
| Non-controlling interests | 32 | 12,007,082 | 10,504,467 | 8,444,481 | 7,387,704 |
| Total equity | | 436,320,337 | 402,192,070 | 306,860,454 | 282,858,328 |
| Total liabilities and equity | | 566,942,110 | 514,531,948 | 398,725,657 | 361,866,027 |

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | For the years ended December 31, | | | |
|---|--------|----------------------------------|--------------------|-------------------|-------------------|
| | | 2025 | 2024 | 2025 | 2024 |
| | | KRW | KRW | USD | USD |
| Revenue | 30 | 333,605,938 | 300,870,903 | 234,622,273 | 211,599,996 |
| Cost of sales | 21 | 202,235,513 | 186,562,268 | 142,230,549 | 131,207,687 |
| Gross profit | | 131,370,425 | 114,308,635 | 92,391,724 | 80,392,309 |
| Selling and administrative expenses | 21, 22 | 87,769,374 | 81,582,674 | 61,727,469 | 57,376,414 |
| Operating profit | 30 | 43,601,051 | 32,725,961 | 30,664,255 | 23,015,895 |
| Other non-operating income | 23 | 2,267,083 | 1,960,338 | 1,594,421 | 1,378,689 |
| Other non-operating expense | 23 | 1,575,901 | 1,625,229 | 1,108,318 | 1,143,010 |
| Share of net profit of associates and joint ventures | 9 | 682,700 | 751,044 | 480,137 | 528,203 |
| Financial income | 24 | 16,240,302 | 16,703,304 | 11,421,669 | 11,747,294 |
| Financial expense | 24 | 11,733,764 | 12,985,684 | 8,252,258 | 9,132,722 |
| Profit before income tax | | 49,481,471 | 37,529,734 | 34,799,906 | 26,394,349 |
| Income tax expense | 25 | 4,274,666 | 3,078,383 | 3,006,337 | 2,165,001 |
| Profit for the year | | 45,206,805 | 34,451,351 | 31,793,569 | 24,229,348 |
| Profit attributable to: | | | | | |
| Owners of the parent company | | 44,260,956 | 33,621,363 | 31,128,361 | 23,645,624 |
| Non-controlling interests | | 945,849 | 829,988 | 665,208 | 583,724 |
| Earnings per share <i>(in Korean won, in US dollars)</i> | 26 | | | | |
| - Basic | | 6,605 | 4,950 | 4.65 | 3.48 |
| - Diluted | | 6,603 | 4,950 | 4.64 | 3.48 |

The above consolidated statements of profit or loss should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | For the years ended December 31, | | | |
|--|--------|----------------------------------|-------------------|-------------------|-------------------|
| | | 2025 | 2024 | 2025 | 2024 |
| | | KRW | KRW | USD | USD |
| Profit for the year | | 45,206,805 | 34,451,351 | 31,793,569 | 24,229,348 |
| Other comprehensive income (loss) | | | | | |
| Items that will not be reclassified subsequently to profit or loss: | | | | | |
| Gain on valuation of financial assets at fair value through other comprehensive income, net of tax | 6, 20 | 4,678,338 | 2,300,166 | 3,290,236 | 1,617,688 |
| Share of other comprehensive income (loss) of associates and joint ventures, net of tax | 9, 20 | 92,804 | (71,581) | 65,269 | (50,342) |
| Remeasurement of net defined benefit liabilities (assets), net of tax | 14, 20 | 106,691 | (766,078) | 75,035 | (538,777) |
| Items that may be reclassified subsequently to profit or loss: | | | | | |
| Share of other comprehensive income of associates and joint ventures, net of tax | 9, 20 | 244,161 | 305,327 | 171,716 | 214,734 |
| Foreign currency translation differences for foreign operations, net of tax | 20 | 960,019 | 15,116,099 | 675,173 | 10,631,026 |
| Gain (loss) on valuation of cash flow hedge derivatives | 20 | 1,706 | (38,946) | 1,200 | (27,390) |
| Other comprehensive income for the year, net of tax | | 6,083,719 | 16,844,987 | 4,278,629 | 11,846,939 |
| Total comprehensive income for the year | | 51,290,524 | 51,296,338 | 36,072,198 | 36,076,287 |
| Comprehensive income attributable to: | | | | | |
| Owners of the parent company | | 49,903,963 | 50,048,199 | 35,097,041 | 35,198,481 |
| Non-controlling interests | | 1,386,561 | 1,248,139 | 975,157 | 877,806 |

The above consolidated statements of comprehensive income should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In millions of Korean won)

| For the year ended December 31, 2025 | Notes | Preference shares | Ordinary shares | Share premium | Retained earnings | Other components of equity | Equity attributable to owners of the parent company | Non- controlling interests | Total |
|--|--------|----------------------|--------------------|------------------|----------------------|----------------------------------|---|----------------------------------|---------------------|
| Balance as of January 1, 2025 | | 119,467 | 778,047 | 4,403,893 | 370,513,188 | 15,873,008 | 391,687,603 | 10,504,467 | 402,192,070 |
| Profit for the year | | - | - | - | 44,260,956 | - | 44,260,956 | 945,849 | 45,206,805 |
| Gain on valuation of financial assets at fair value through other comprehensive income, net of tax | 6, 20 | - | - | - | 219,225 | 3,993,948 | 4,213,173 | 465,165 | 4,678,338 |
| Share of other comprehensive income of associates and joint ventures, net of tax | 9, 20 | - | - | - | - | 336,252 | 336,252 | 713 | 336,965 |
| Foreign currency translation differences for foreign operations, net of tax | 20 | - | - | - | - | 1,003,126 | 1,003,126 | (43,107) | 960,019 |
| Remeasurement of net defined benefit liabilities (assets), net of tax | 14, 20 | - | - | - | - | 88,750 | 88,750 | 17,941 | 106,691 |
| Gain on valuation of cash flow hedge derivatives | 20 | - | - | - | - | 1,706 | 1,706 | - | 1,706 |
| Total comprehensive income for the year | | - | - | - | 44,480,181 | 5,423,782 | 49,903,963 | 1,386,561 | 51,290,524 |
| Dividends declared | 19 | - | - | - | (9,808,728) | - | (9,808,728) | (87,444) | (9,896,172) |
| Transactions with non-controlling interests | | - | - | - | - | - | - | (973) | (973) |
| Changes in consolidated entities | | - | - | - | - | - | - | 204,471 | 204,471 |
| Purchase of treasury shares | 20 | - | - | - | - | (8,189,263) | (8,189,263) | - | (8,189,263) |
| Retirement of treasury shares | | - | - | - | (3,049,041) | 3,049,041 | - | - | - |
| Share-based payment | | - | - | - | - | 711,447 | 711,447 | - | 711,447 |
| Others | | - | - | - | - | 8,233 | 8,233 | - | 8,233 |
| Total transactions with owners | | - | - | - | (12,857,769) | (4,420,542) | (17,278,311) | 116,054 | (17,162,257) |
| Balance as of December 31, 2025 | | 119,467 | 778,047 | 4,403,893 | 402,135,600 | 16,876,248 | 424,313,255 | 12,007,082 | 436,320,337 |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In thousands of US dollars (Note 2.18))

| For the year ended December 31, 2025 | Notes | Preference shares | Ordinary shares | Share premium | Retained earnings | Other components of equity | Equity attributable to owners of the parent company | Non- controlling interests | Total |
|--|--------|----------------------|--------------------|------------------|----------------------|----------------------------------|---|----------------------------------|---------------------|
| Balance as of January 1, 2025 | | 84,020 | 547,194 | 3,097,221 | 260,578,834 | 11,163,355 | 275,470,624 | 7,387,704 | 282,858,328 |
| Profit for the year | | - | - | - | 31,128,361 | - | 31,128,361 | 665,208 | 31,793,569 |
| Gain on valuation of financial assets at fair value through other comprehensive income, net of tax | 6, 20 | - | - | - | 154,179 | 2,808,910 | 2,963,089 | 327,147 | 3,290,236 |
| Share of other comprehensive income of associates and joint ventures, net of tax | 9, 20 | - | - | - | - | 236,484 | 236,484 | 501 | 236,985 |
| Foreign currency translation differences for foreign operations, net of tax | 20 | - | - | - | - | 705,490 | 705,490 | (30,317) | 675,173 |
| Remeasurement of net defined benefit liabilities (assets), net of tax | 14, 20 | - | - | - | - | 62,417 | 62,417 | 12,618 | 75,035 |
| Gain on valuation of cash flow hedge derivatives | 20 | - | - | - | - | 1,200 | 1,200 | - | 1,200 |
| Total comprehensive income for the year | | - | - | - | 31,282,540 | 3,814,501 | 35,097,041 | 975,157 | 36,072,198 |
| Dividends declared | 19 | - | - | - | (6,898,396) | - | (6,898,396) | (61,499) | (6,959,895) |
| Transactions with non-controlling interests | | - | - | - | - | - | - | (684) | (684) |
| Changes in consolidated entities | 33 | - | - | - | - | - | - | 143,803 | 143,803 |
| Purchase of treasury shares | 20 | - | - | - | - | (5,759,440) | (5,759,440) | - | (5,759,440) |
| Retirement of treasury shares | 18 | - | - | - | (2,144,365) | 2,144,365 | - | - | - |
| Share-based payment | 20 | - | - | - | - | 500,355 | 500,355 | - | 500,355 |
| Others | | - | - | - | - | 5,789 | 5,789 | - | 5,789 |
| Total transactions with owners | | - | - | - | (9,042,761) | (3,108,931) | (12,151,692) | 81,620 | (12,070,072) |
| Balance as of December 31, 2025 | | 84,020 | 547,194 | 3,097,221 | 282,818,613 | 11,868,925 | 298,415,973 | 8,444,481 | 306,860,454 |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In millions of Korean won)

| For the year ended December 31, 2024 | Notes | Preference shares | Ordinary shares | Share premium | Retained earnings | Other components of equity | Equity attributable to owners of the parent company | Non-controlling interests | Total |
|--|--------|-------------------|-----------------|------------------|--------------------|----------------------------|---|---------------------------|---------------------|
| Balance as of January 1, 2024 | | 119,467 | 778,047 | 4,403,893 | 346,652,238 | 1,280,130 | 353,233,775 | 10,444,090 | 363,677,865 |
| Profit for the year | | - | - | - | 33,621,363 | - | 33,621,363 | 829,988 | 34,451,351 |
| Gain on valuation of financial assets at fair value through other comprehensive income, net of tax | 6, 20 | - | - | - | 49,024 | 1,960,896 | 2,009,920 | 290,246 | 2,300,166 |
| Share of other comprehensive income (loss) of associates and joint ventures, net of tax | 9, 20 | - | - | - | - | 239,431 | 239,431 | (5,685) | 233,746 |
| Foreign currency translation differences for foreign operations, net of tax | 20 | - | - | - | - | 14,963,848 | 14,963,848 | 152,251 | 15,116,099 |
| Remeasurement of net defined benefit liabilities (assets), net of tax | 14, 20 | - | - | - | - | (747,417) | (747,417) | (18,661) | (766,078) |
| Loss on valuation of cash flow hedge derivatives | 20 | - | - | - | - | (38,946) | (38,946) | - | (38,946) |
| Total comprehensive income for the year | | - | - | - | 33,670,387 | 16,377,812 | 50,048,199 | 1,248,139 | 51,296,338 |
| Dividends declared | 19 | - | - | - | (9,809,437) | - | (9,809,437) | (1,102,625) | (10,912,062) |
| Transactions with non-controlling interests | | - | - | - | - | - | - | (8,511) | (8,511) |
| Changes in consolidated entities | | - | - | - | - | - | - | (76,626) | (76,626) |
| Purchase of treasury shares | | - | - | - | - | (1,811,775) | (1,811,775) | - | (1,811,775) |
| Others | | - | - | - | - | 26,841 | 26,841 | - | 26,841 |
| Total transactions with owners | | - | - | - | (9,809,437) | (1,784,934) | (11,594,371) | (1,187,762) | (12,782,133) |
| Balance as of December 31, 2024 | | 119,467 | 778,047 | 4,403,893 | 370,513,188 | 15,873,008 | 391,687,603 | 10,504,467 | 402,192,070 |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In thousands of US dollars (Note 2.18))

| For the year ended December 31, 2024 | Notes | Preference shares | Ordinary shares | Share premium | Retained earnings | Other components of equity | Equity attributable to owners of the parent company | Non-controlling interests | Total |
|--|--------------|--------------------------|------------------------|----------------------|--------------------------|-----------------------------------|--|----------------------------------|--------------------|
| Balance as of January 1, 2024 | | 84,020 | 547,194 | 3,097,221 | 243,797,627 | 900,305 | 248,426,367 | 7,345,242 | 255,771,609 |
| Profit for the year | | - | - | - | 23,645,624 | - | 23,645,624 | 583,724 | 24,229,348 |
| Gain on valuation of financial assets at fair value through other comprehensive income, net of tax | 6, 20 | - | - | - | 34,478 | 1,379,082 | 1,413,560 | 204,128 | 1,617,688 |
| Share of other comprehensive income (loss) of associates and joint ventures, net of tax | 9, 20 | - | - | - | - | 168,390 | 168,390 | (3,998) | 164,392 |
| Foreign currency translation differences for foreign operations, net of tax | 20 | - | - | - | - | 10,523,949 | 10,523,949 | 107,077 | 10,631,026 |
| Remeasurement of net defined benefit liabilities (assets), net of tax | 14, 20 | - | - | - | - | (525,652) | (525,652) | (13,125) | (538,777) |
| Loss on valuation of cash flow hedge derivatives | 20 | - | - | - | - | (27,390) | (27,390) | - | (27,390) |
| Total comprehensive income for the year | | - | - | - | 23,680,102 | 11,518,379 | 35,198,481 | 877,806 | 36,076,287 |
| Dividends declared | 19 | - | - | - | (6,898,895) | - | (6,898,895) | (775,467) | (7,674,362) |
| Transactions with non-controlling interests | | - | - | - | - | - | - | (5,986) | (5,986) |
| Changes in consolidated entities | | - | - | - | - | - | - | (53,891) | (53,891) |
| Purchase of treasury shares | | - | - | - | - | (1,274,206) | (1,274,206) | - | (1,274,206) |
| Others | | - | - | - | - | 18,877 | 18,877 | - | 18,877 |
| Total transactions with owners | | - | - | - | (6,898,895) | (1,255,329) | (8,154,224) | (835,344) | (8,989,568) |
| Balance as of December 31, 2024 | | 84,020 | 547,194 | 3,097,221 | 260,578,834 | 11,163,355 | 275,470,624 | 7,387,704 | 282,858,328 |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | For the years ended December 31, | | | |
|---|-------|----------------------------------|---------------------|---------------------|---------------------|
| | | 2025 KRW | 2024 KRW | 2025 USD | 2024 USD |
| Operating activities | | | | | |
| Profit for the year | | 45,206,805 | 34,451,351 | 31,793,569 | 24,229,348 |
| Adjustments | 27 | 52,395,616 | 42,947,079 | 36,849,400 | 30,204,322 |
| Changes in assets and liabilities arising from operating activities | 27 | (9,613,906) | (1,567,557) | (6,761,380) | (1,102,450) |
| Cash generated from operations | | 87,988,515 | 75,830,873 | 61,881,589 | 53,331,220 |
| Interest received | | 4,680,553 | 4,008,359 | 3,291,794 | 2,819,045 |
| Interest paid | | (469,730) | (675,049) | (330,357) | (474,756) |
| Dividends received | | 253,105 | 268,482 | 178,007 | 188,821 |
| Income tax paid | | (7,137,295) | (6,450,044) | (5,019,601) | (4,536,261) |
| Net cash provided by operating activities | | 85,315,148 | 72,982,621 | 60,001,432 | 51,328,069 |
| Investing activities | | | | | |
| Net increase in short-term financial instruments | | (6,701,150) | (32,976,756) | (4,712,863) | (23,192,277) |
| Net decrease in short-term financial assets at amortized cost | | - | 620,858 | - | 436,644 |
| Net decrease (increase) in short-term financial assets at fair value through profit or loss | | 11,163 | (9,735) | 7,851 | (6,847) |
| Disposal of long-term financial instruments | | 4,519,179 | 4,100,008 | 3,178,301 | 2,883,501 |
| Acquisition of long-term financial instruments | | (13,533,556) | (3,987,279) | (9,518,037) | (2,804,220) |
| Disposal of financial assets at fair value through other comprehensive income | | 851,834 | 389,680 | 599,088 | 274,059 |
| Acquisition of financial assets at fair value through other comprehensive income | | (129,636) | (185,876) | (91,172) | (130,725) |
| Disposal of financial assets at fair value through profit or loss | | 142,584 | 309,970 | 100,278 | 217,999 |
| Acquisition of financial assets at fair value through profit or loss | | (146,774) | (70,982) | (103,225) | (49,921) |
| Disposal of investment in associates and joint ventures | | 6,643 | 33,178 | 4,672 | 23,334 |
| Acquisition of investment in associates and joint ventures | | (325,146) | (11,710) | (228,672) | (8,236) |
| Disposal of property, plant and equipment | | 149,828 | 156,191 | 105,373 | 109,848 |
| Acquisition of property, plant and equipment | | (47,522,179) | (51,406,355) | (33,421,952) | (36,153,661) |
| Disposal of intangible assets | | 13,554 | 15,869 | 9,532 | 11,161 |
| Acquisition of intangible assets | | (4,630,970) | (2,335,284) | (3,256,923) | (1,642,386) |
| Receipt of government grants | | 1,722,357 | - | 1,211,319 | - |
| Cash outflow from business combinations | | (3,131,539) | (142,156) | (2,202,385) | (99,977) |
| Cash inflow from business divestiture | | 418,093 | - | 294,041 | - |
| Cash inflow from disposal of held-for-sale assets | | - | 101,563 | - | 71,428 |
| Cash inflow (outflow) from other investing activities | | (226,491) | 17,114 | (159,289) | 12,037 |
| Net cash used in investing activities | | (68,512,206) | (85,381,702) | (48,184,063) | (60,048,239) |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd. and its subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions of Korean won, in thousands of US dollars (Note 2.18))

| | Notes | For the years ended December 31, | | | |
|---|-------|----------------------------------|---------------------|--------------------|---------------------|
| | | 2025 KRW | 2024 KRW | 2025 USD | 2024 USD |
| Financing activities | | | | | |
| Net increase in short-term borrowings | 27 | 4,655,349 | 5,871,346 | 3,274,068 | 4,129,269 |
| Increase in long-term borrowings | 27 | 2,807,001 | 404,954 | 1,974,140 | 284,801 |
| Repayment of debentures and long-term borrowings | 27 | (2,852,971) | (1,364,508) | (2,006,471) | (959,647) |
| Dividends paid | | (9,897,183) | (10,888,749) | (6,960,606) | (7,657,966) |
| Purchase of treasury shares | | (8,189,263) | (1,811,775) | (5,759,440) | (1,274,206) |
| Transactions with non-controlling interests | | (973) | (8,511) | (684) | (5,987) |
| Net cash used in financing activities | | (13,478,040) | (7,797,243) | (9,478,993) | (5,483,736) |
| Effect of foreign exchange rate changes | | 825,897 | 4,821,010 | 580,846 | 3,390,576 |
| Net increase (decrease) in cash and cash equivalents | | 4,150,799 | (15,375,314) | 2,919,222 | (10,813,330) |
| Cash and cash equivalents | | | | | |
| Beginning of the year | | 53,705,579 | 69,080,893 | 37,770,686 | 48,584,016 |
| End of the year | | 57,856,378 | 53,705,579 | 40,689,908 | 37,770,686 |

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

Samsung Electronics Co., Ltd.

SEPARATE STATEMENTS OF APPROPRIATION OF RETAINED EARNINGS

For the years ended December 31, 2025 and 2024

| <i>(In millions of Korean won)</i> | 2025 | 2024 |
|--|-------------------|-------------------|
| Retained earnings before appropriations | | |
| Unappropriated retained earnings carried over from prior year | 30 | 30 |
| Interim dividends: | | |
| In 2025 - ₩1,102 (dividend rate: 1102%) | (7,354,421) | (7,356,461) |
| In 2024 - ₩1,083 (dividend rate: 1083%) | | |
| Retirement of treasury shares | (3,049,040) | - |
| Profit for the year | 33,686,601 | 23,582,565 |
| Disposal of financial assets measured at fair value through other comprehensive income | 3,682 | (2,163) |
| Retained earnings available for appropriation | 23,286,852 | 16,223,971 |
| Transfers from other reserves | - | - |
| Appropriations of retained earnings | | |
| Cash dividends: | 3,753,484 | 2,454,307 |
| In 2025: | | |
| Ordinary shares - ₩566 (dividend rate: 566%) | | |
| Preference shares - ₩567 (dividend rate: 567%) | | |
| In 2024: | | |
| Ordinary shares - ₩363 (dividend rate: 363%) | | |
| Preference shares - ₩364 (dividend rate: 364%) | | |
| Reserve for research and human resources development | 19,533,338 | 13,769,634 |
| Total appropriations of retained earnings | 23,286,822 | 16,223,941 |
| Unappropriated retained earnings to be carried forward | 30 | 30 |

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