

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 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)
Article 24. (Election of Directors) 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>	Article 24. (Election of Directors)¹ 6. <u><Deleted></u>
Article 26. (Election of Directors in Case of Vacancy) 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>	Article 26. (Election of Directors in Case of Vacancy)¹ 2. <u><Deleted></u>

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)
Article 27-3. (Director's Duty of Faithfulness) 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> .	Article 27-3. (Director's Duty of Faithfulness) 1. <u>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> 2. <u>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>
Article 24. (Election of Directors) 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	Article 24. (Election of Directors)¹ 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

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 the <u>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. (Independent Director Recommendation Committee)</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. (Independent Director Recommendation Committee)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 and method of holding the meeting)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</u> shall be <u>three (3) years</u>; <i>provided</i> 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.</p>	<p>Article 25. (Term of Office)</p> <p>The term of office of a <u>Directors</u> shall not exceed <u>three years</u>; <i>provided</i> 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.</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>5. <u>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.

		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.

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.

	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)

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

Proposed (2026)

Number of BOD: 8

(Independent: 5, Executive: 3)

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

1. Audit Committee member

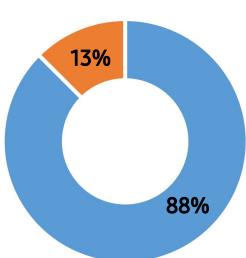
2. Myung-Hee Yoo, an Independent Director and member of the Audit Committee, has formally communicated to the Board her intention to resign for personal reasons.

3. Eunnyeong Heo will resign as Independent Director in March 2026 and has been nominated for election as Independent Director for Audit Committee Member.

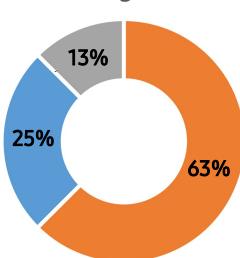
4. Jaihyuk Song will resign as Executive Director in March 2026.

Board demographics (2026)

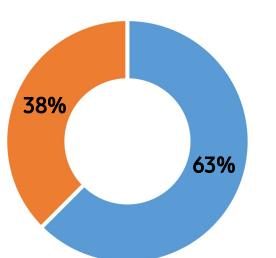
Gender



Age



Tenure



■ Male ■ Female

■ 50-59 ■ 60-65 ■ 66+

■ 0-3 years ■ 4-6 years

Item 3: Election of Yong Kwan Kim as Executive Director



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.

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

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

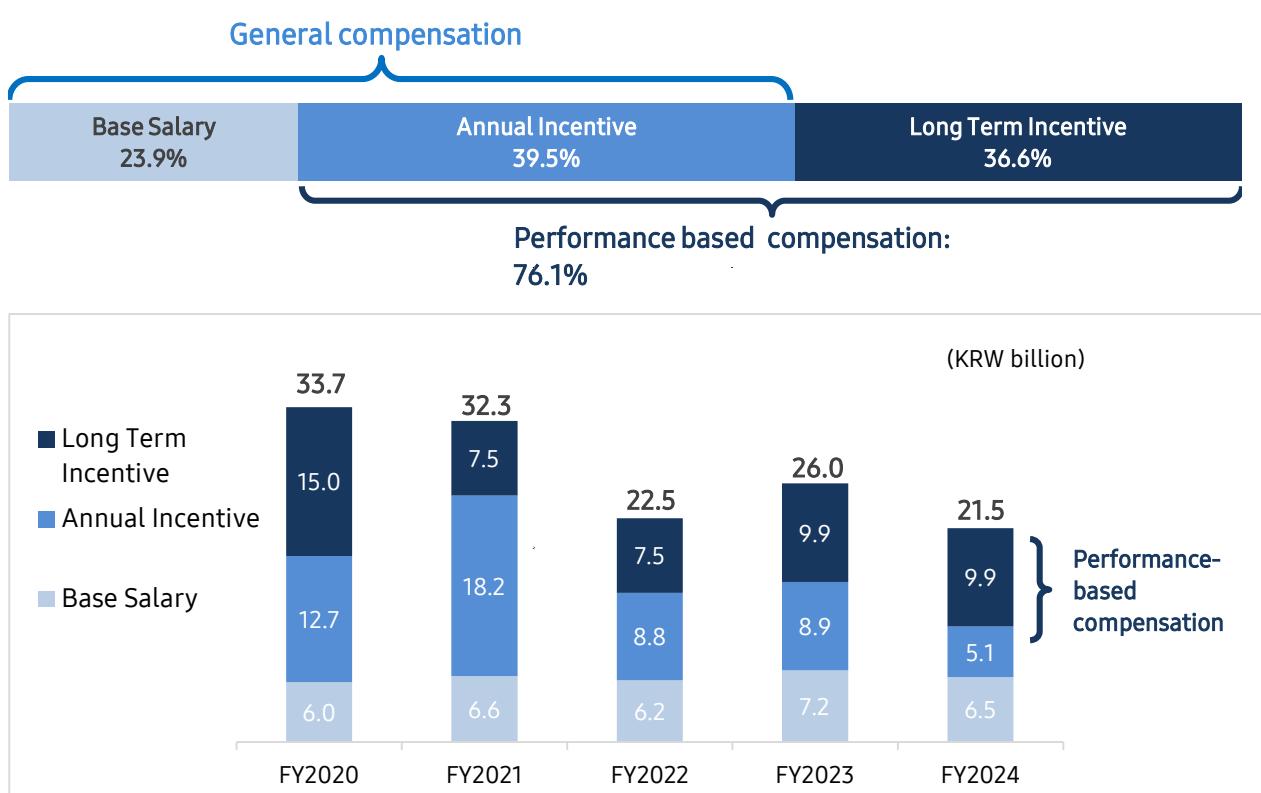
Samsung Electronics established the Compensation Committee in 2009 by a resolution of the Board, without legal mandates. The Committee consists entirely of Independent Directors to ensure the objectivity and transparency of decision-making regarding Director remuneration. It is responsible for assessing 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
	1.2) Annual incentive
2) Long-Term Incentive (LTI)	Performance based compensation

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



* Additional details will be provided in the 2025 Annual business report, scheduled to be disclosed in March 2026.

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 (± 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)
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
Total²	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 desisted 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%)	-	-

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.

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				
	Young-Hyun Jun	Tae Moon Roh	Jaihyuk Song	Je-Yoon Shin	Jun-Sung Kim	Eunnyeong Heo	Myung-Hee Yoo	Hye-Kyung Cho	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

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



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).

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.



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.

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.

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 technoeconomy, 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.



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.



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.

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



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.

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
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 56 th AGM agenda items	Approved	For		For	For		For	For	For	For	For	For
※ Reported Items												
① FY24 audited annual report												
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
· 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													
⑤ Approval of 2025 social contribution matching fund	Approved	For		For	For		For	For	For	For	For	For	
⑥ Amendment to the Agenda item of donation contribution	Approved	For		For	For		For	For	For	For	For	For	
⑦ Sponsorship for the WorldSkills Competition	Approved	For		For	For		For	For	For	For	For	For	
⑧ Establishment of plans on health and safety for 2025	Approved	For		For	For		For	For	For	For	For	For	
※ Reported Items													
① Report on the FY24 operating effectiveness of internal control over financial reporting													
March 19													
① Appointment of the Board chair	Approved	For	For	For		For		For	For	For	For	For	For
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	
④ Setting remuneration of Directors	Approved	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	
April 30														
① Approval of 1Q25 interim business report and quarterly dividend	Approved		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	
③ Subscription to Group insurance for employees	Approved		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	
⑤ Joining of New Technology Business Investment Associations	Approved		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	
※ Reported Items														
① Promotion of SSAFY 2.0 program														
May 23		N/A (Desist)					N/A (term expired)							
① Cancellation of treasury shares	Approved			For	For				For		For	For	For	
July 8				For	For				For		For	For	For	
① Acquisition of treasury shares	Approved			For	For				For		For	For	For	
July 25				For	For				For		For	For	For	
① Cancellation of treasury shares	Approved			For	For				For		For	For	For	
July 31		Approved					For							
① Approval of 2025 half-year business report and quarterly dividend	Approved			For	For				For		For	For	For	
② Extension of loan agreement with Samsung Display	Approved			For	For				For		For	For	For	
③ Appointment of the head of Independent Director Recommendation Committee	Approved			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 (Desist)	For	For		For		For	For	For	For	For	For
② Approval of transaction with affiliate company	Approved		For	For	N/A (term expired)	For		For	For	For	For	For	For
③ Payment of retirement pension plan	Approved		For	For		For		For	For	For	For	For	For
④ Approval of business plan for 2026	Approved		For	For		For		For	For	For	For	For	For
⑤ Joining of New Technology Business Investment Association	Approved		For	For		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	For	For
⑦ Contribution to UNDP sourced from Samsung Global Goals	Approved		For	For		For		For	For	For	For	For	For
⑧ Appointment of compliance officer	Approved		For	For		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) desisted 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. Desisted 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						
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						
① Investment in logistics center	Approved	For		For	For	N/A (newly appointed)
February 26						
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						
① Investment in GPU business	Approved	Absent	For	For		For
② Execution of licensing agreement	Approved	Absent	For	For		For
April 25						
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						
① Acquisition of equity stake in overseas subsidiary	Approved		For	For		For
May 14						
① Acquisition of equity stake in overseas subsidiary	Approved		For	For		N/A (term expired)
May 30						
① Introduction of stock-based compensation for long-term performance incentives for executives	Approved		For	For		For
July 1						
① Investment in Memory Business	Approved		For	For		For
② Investment in Memory Business	Approved		For	For		For
July 26						
① Supply agreement with Tesla	Approved		For	For		For
July 29						
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						
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					
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	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.

Year of operation	Auditor	Audit services	Non-audit services	Audit opinion	(KRW million)
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/>

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,	December 31,	December 31,	December 31,
		2025	2024	2025	2024
		KRW	KRW	USD	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,	December 31,	December 31,	December 31,
		2025	2024	2025	2024
		KRW	KRW	USD	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))

	Notes	December 31,	December 31,	December 31,	December 31,
		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 KRW	2024 KRW	2025 USD	2024 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 (in Korean won, in US dollars)	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 KRW	2024 KRW	2025 USD	2024 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:		
In 2025:		
Ordinary shares - ₩566 (dividend rate: 566%)	3,753,484	2,454,307
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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