

■ Agendas for Approval

1 Financial Statements for FY2016

- Consolidated Revenue KRW 17.1 trillion (Δ 0.3%)
- Consolidated Net Income KRW 1.7 trillion (9.5%)
- DPS of KRW 10,000* (Payout ratio 58%)
* includes interim dividend of KRW 1,000

2 Amendments to the Articles of Incorporation

- Amendment to the preface of Articles of Incorporation
 - Amended with focus on the happiness of stakeholders while succeeding the existing management philosophy of SK Management System
- Amendment of "Stock Option"
 - Intended to change the upper limit of the Stock Option to be granted to an officer or employee; from 1/5000 of total issued and outstanding shares to 1/100 of total issued and outstanding shares

3 Election of a Director

- Election of an Executive Director (Candidate: Park, Jung Ho)
- Election of a Non-executive* Director (Candidate: Cho, Daesik)
* director not engaged in regular business
- Election of an Independent Director (Candidate: Lee, Jae Hoon)
- Election of an Independent Director (Candidate: Ahn, Jae-Hyeon)
- Election of an Independent Director (Candidate: Ahn, Jung-Ho)

4 Election of a Member of the Audit Committee

- Candidate: Lee, Jae Hoon
- Candidate: Ahn, Jae-Hyeon

5 Remuneration Ceiling for Directors

- KRW 12 billion, 6 directors (same as previous year)

6 Stock Option Grant

- Total of 66,504 shares for Park, Jung Ho *(For further details, please refer to p.9)*

Agenda 3. Approval of the Election of an Executive Director



Park, Jung Ho

■ **Date of Birth** : May 27, 1963

■ **Education**

- MBA, George Washington University
- Bachelor in Business Administration, Korea University

■ **Career**

- Chief Executive Officer, SK Telecom ('17 ~ Current)
- Chief Executive Officer, SK Holdings ('15 ~ '16)
- EVP of Corporate Development Division, SK C&C ('13 ~ '14)
- EVP of Business Development Division, SK Telecom ('12)

■ **Reasons for Recommendation**

- The candidate, with his years as EVP of Business Development at SK Telecom and CEO of SK Holdings C&C, has played a key role in fostering SK Group's telco & ICT B2B businesses.
- Also, with expertise in the ICT industry in general, the candidate has implemented outstanding strategies in M&A, business development, investment and risk management, which are qualities deemed necessary for future growth at SK Telecom.
- SK Telecom Board believes that the appointment of the candidate as an Executive Director will contribute to maximizing shareholder's value, creating stable profits and securing continued growth of the Company.

Agenda 3. Approval of the Election of a Non-executive¹⁾ Director



Cho, Daesik

- **Date of Birth** : November 27, 1960
- **Education**
 - MBA, Clark University
 - Bachelor in Sociology, Korea University

■ Career

- Chairman, SK SUPEX Council²⁾ ('17 ~ Current)
- Chief Executive Officer, SK Holdings ('13 ~ '16)
- CFO, Head of Finance and Risk Mgmt. & Corporate Auditing Office, SK Holdings ('12)
- Head of Business Mgmt. Office, SK Holdings ('10 ~ '11)

■ Reasons for Recommendation

- The candidate, while holding his position as director at major SK affiliates, has played a major role in fostering the growth of SK Group.
- The candidate is currently the Chairman of the SK SUPEX Council, overseeing SK Group's overall growth, as well as providing valuable insight into the operations of different businesses within the Group.
- SK Telecom Board believes that the appointment of the candidate as a Non-executive Director will contribute to maximizing shareholder's value, creating stable profits and securing continued growth of the Company.

1) Non-executive Director : Director not engaged in regular business

2) SK SUPEX Council : The supreme deliberative body between each affiliate, located in the center of SK's group management system 'Independent Yet United'.

Agenda 3. Approval of the Election of an Independent Director



Lee, Jae-Hoon

- **Date of Birth** : September 26, 1955
- **Education**
 - Ph.D. in Public Administration, Sung Kyun Kwan University ('02)
 - MS in Applied Economics, U of Michigan at Ann Arbor ('87)
 - Bachelor in Economics, Seoul National University ('78)

■ Career

- President, Korea Polytechnic University ('14 ~ Current)
- Vice Minister, Ministry of Knowledge Economy ('08 ~ '09)
- Vice Minister, Ministry of Commerce, Industry and Energy ('07 ~ '08)
- Assistant Minister, Ministry of Commerce, Industry and Energy ('06 ~ '07)

■ Reasons for Recommendation

- During the candidate's 30 years of public service as an economic specialist, he has held important posts in the areas of commerce, industry and energy.
- The candidate, well-reputed for his superior initiative, drive, and impartiality, has been a leader in the balanced growth of large, medium and small enterprises and the development of innovative R&D systems to improve industrial technologies.
- SK Telecom Board believes that the reappointment of the candidate as an Independent Director will contribute to the Company's growth businesses and enhance both Board independence and management transparency.

Agenda 3. Approval of the Election of an Independent Director

Ahn, Jae-Hyeon



■ **Date of Birth** : February 2, 1961

■ **Education**

- Ph.D. in Decision Analysis, Stanford University ('93)
- MS in Industrial Engineering, Seoul National University ('86)
- Bachelor in Industrial Engineering, Seoul National University ('84)

■ **Career**

- Professor, Advanced Innovative Management Program, KAIST ('15 ~ Current)
- Vice President, College of Business, KAIST ('13 ~ '15)
- Dean, College of Information and Media Management, KAIST ('11 ~ '13)
- President, Korea Media Management Association ('11)
- Senior Technical Staff Member, AT&T Bell Labs ('93 ~ '98)

■ **Reasons for Recommendation**

- The candidate, knowledgeable and experienced in the fields of ICT*, media and management, is recognized as an expert in the field of innovative corporate management with his studies in the convergence of high-tech and management.
- SK Telecom Board believes that the reappointment of the candidate as an Independent Director will contribute to the diversity of the board structure and improve the competitiveness of the Company in the global ICT arena. In addition to enhancing board independence and management transparency, the appointment will further advance the growth of the Company and protect the interests of the shareholders.

* ICT : Information and Communication Technology

Agenda 3. Approval of the Election of an Independent Director



Ahn, Jung-Ho

■ **Date of Birth** : February 11, 1978

■ **Education**

- Ph.D. in Electrical Engineering, Stanford University ('07)
- MS in Electrical Engineering, Stanford University ('02)
- Bachelor in Electrical Engineering, Seoul National University ('00)

■ **Career**

- Associate Professor, Graduate School of Convergence Science and Technology, Seoul National University ('13 ~ Current)
- Assistant Professor, Graduate School of Convergence Science and Technology, Seoul National University ('09 ~ '13)
- Visiting Scholar, Google Inc. ('16)
- Senior Research Scientist, Exascale Computing Lab, HP Labs ('07 ~ '09)

■ **Reasons for Recommendation**

- The candidate, an expert in fields including computer architecture, intelligent infrastructure and big data, will add to the board much needed insight on the 4th industrial revolution and ensuing changes.
- SK Telecom Board believes that the appointment of the candidate as an Independent Director will contribute to the diversity and expertise of the BoD thus prepare the company in the ICT new growth arenas including the 4th industrial revolution.
- In addition to enhancing board independence and management transparency, the appointment will further advance the growth of the Company and protect the interests of the shareholders.

Agenda 4. Approval of the Election of a Member of the Audit Committee



Lee, Jae Hoon

- **Date of Birth** : September 26, 1955
- **Education**
 - Ph.D. in Public Administration, Sung Kyun Kwan University ('02)
 - MS in Applied Economics, U of Michigan at Ann Arbor ('87)
 - Bachelor in Economics, Seoul National University ('78)

■ **Career**

- President, Korea Polytechnic University ('14 ~ Current)
- Vice Minister, Ministry of Knowledge Economy ('08 ~ '09)
- Vice Minister, Ministry of Commerce, Industry and Energy ('07 ~ '08)
- Assistant Minister, Ministry of Commerce, Industry and Energy ('06 ~ '07)

■ **Reasons for Recommendation**

- During the candidate's 30 years of public service as an economic specialist, he has held important posts in the areas of commerce, industry and energy. In addition to his expertise and knowledge in economy, the candidate is well-reputed for being fair in practice.
- SK Telecom Board believes that the reappointment of the candidate as a member of the Audit Committee will contribute to enhancing independence and expertise of the Audit Committee.

Agenda 4. Approval of the Election of a Member of the Audit Committee

Ahn, Jae-Hyeon



■ **Date of Birth** : February 2, 1961

■ **Education**

- PhD in Decision Analysis, Stanford University ('93)
- MS in Industrial Engineering, Seoul National University ('86)
- Bachelor in Industrial Engineering, Seoul National University ('84)

■ **Career**

- Professor, Advanced Innovative Management Program, KAIST ('15 ~ Current)
- Vice President, College of Business, KAIST ('13 ~ '15)
- Dean, College of Information and Media Management, KAIST ('11 ~ '13)
- President, Korea Media Management Association ('11)
- Senior Technical Staff Member, AT&T Bell Labs ('93 ~ '98)

■ **Reasons for Recommendation**

- SK Telecom Board believes that the candidate, recognized as the top expert in the field of innovative corporate management with extensive knowledge and experience in the fields of ICT* and media, is well qualified as a member to the Audit Committee.
- SK Telecom Board believes that his reappointment to the Audit Committee will enhance the committee's independence and expertise.

* ICT : Information and Communication Technology

Agenda 6. Stock Option Grant

Objectives

- In order to align the interests of the management and stakeholders in increasing the value of the company, the company will grant stock options as part of the management compensation.
- The company believes that the previous compensation system was designed for evaluating short-term goals and did not effectively address the long-term results of business strategies and plans.
- As such, the company's objective with the newly mandated stock option plan is to align management remuneration with the value of the company, and also reinforce the upside potential on the premise that the share price will rise going forward.

Structure

- Recipient : Park, Jung Ho
- Share type: Common stock (treasury shares)
- Grant date: March 24, 2017
- Number of shares : 66,504 shares
- Exercise price¹⁾ : [TBD] KRW

1) To be calculated from the actual price* on the grant date

* Arithmetic mean of volume weighted average closing prices from the following periods prior to the grant date: two months, one month, one week

		22,168 shares	22,168 shares	22,168 shares
Vesting Period		2yrs from grant date	3yrs from grant date	4yrs from grant date
Exercise Period	Starts	March 25, 2019	March 25, 2020	March 25, 2021
	Ends	March 24, 2022	March 24, 2023	March 24, 2024
Exercise Price		Exercise price	Exercise price x 1.08	Exercise price x (1.08) ²