

Date/Time and Place

- March 26, 2025 (Wednesday) 10:00 AM (Seoul time)
- SUPEX Hall, 4th Floor, SK T-Tower, 65, Eulji-ro, Jung-gu, Seoul, Korea

Agendas for Approval

1. Approval of Financial Statements for the 41st Fiscal Year (2024)

- Consolidated Revenue KRW 17.94 trillion (YoY +1.9%)
Consolidated Operating Profit KRW 1.82 trillion (YoY +4.0%)
DPS of KRW 3,540 (includes quarterly dividends)

2. Amendments to the Articles of Incorporation

- To establish the basis for setting the record date for the distribution of quarterly dividends to fall on a date following the date of resolution by the Board to distribute dividends

3. Appointment of a Non-executive Director

- Non-executive Director Candidate (Kang, Dong-soo)

4. Appointment of an Independent Non-executive Director to Serve as an Audit Committee Member

- Independent Non-executive Director to Serve as an Audit Committee Member Candidate (Kim, Changbo)

5. Approval of the Ceiling Amount of Remuneration for Directors

- KRW 10 billion (Number of Directors : 8)

Agenda 1. Approval of Financial Statements for the 41st (FY 2024)

■ Consolidated Financial Statements Summary (Preliminary/Unaudited)

(Unit: KRW in million)

	2024	2023	2022
Operating revenue	17,940,609	17,608,511	17,304,973
Operating expenses	16,117,200	15,855,307	15,692,903
Operating income	1,823,409	1,753,204	1,612,070
Net income	1,438,795	1,145,937	947,831
Total asset	30,515,255	30,119,227	31,308,262
Total liabilities	18,635,921	17,890,828	19,153,066
Total shareholder's equity	11,879,334	12,228,399	12,155,196

[Note] Shareholder Return

(Unit: KRW in billion)

	2024	2023	2022
Cash dividends	753.6 (DPS KRW 3,540)	765.6 (DPS KRW 3,540)	723.8 (DPS KRW 3,320)
Share buyback	-	300 (2.8% of the total outstanding stock)	-
Cancellation	-	200 (1.8% of the total outstanding stock)	-

[Note] Company's past three years audit opinion

Fiscal Year	Audit Opinion
2023	Unqualified
2022	Unqualified
2021	Unqualified

※ The summary consolidated financial information as of and for the year ended December 31, 2024 included above (the "Summary Financial Information") is preliminary and has not yet been audited. The Company's audited consolidated and separate financial statements as of and for the year ended December 31, 2024 and the respective accompanying notes prepared in accordance with Korean International Financial Reporting Standards as adopted by the Korean Accounting Standards Board, together with audit reports from the Company's independent auditors (collectively, the "Audited Financial Statements"), will be uploaded to the Company's website (<http://www.sktelecom.com/en/> → Investor Relations → IR Library → Audit Report) and will be made available on the U.S. Securities and Exchange Commission's website (<https://www.sec.gov>) in early to mid-March of 2025. In the case of any discrepancy between the information contained in the Summary Financial Information and the Audited Financial Statements, the information contained in the Audited Financial Statements shall prevail and supersede the information contained in the Summary Financial Information. Shareholders (including ADS holders) are asked to review the Audited Financial Statements, which shall constitute the basis of the shareholder approval on this agenda item, prior to voting.

Agenda 2. Amendments to the Articles of Incorporation

- To establish the basis for setting the record date for the distribution of quarterly dividends to fall on a date following the date of resolution by the Board to distribute such dividends in order to enhance the level of dividend predictability for Shareholders (Article 54-3)

Current	Proposed Amendment	Remarks
<p>Article 54-3. Quarterly Dividends</p> <p>(1) Dividends of profits may be paid by the Company in cash on <u>the last day of the third, sixth, and ninth month</u> from the beginning of each fiscal year (the "record date for quarterly dividend") by a resolution of Board of Directors (established on March 25, 2021).</p> <p>(2) Quarterly dividends under Paragraphs (1) shall be paid to the shareholders entered in and the pledgees registered with the Register of Shareholders as of the <u>record date for quarterly dividend</u> (established on March 25, 2021).</p> <p>(Text omitted)</p>	<p>Article 54-3. Quarterly Dividends</p> <p>(1) Dividends of profits may be paid by the Company in cash <u>by a resolution of Board of Directors within forty-five (45) days from the end of the third month, sixth month, and ninth month, respectively, starting from the beginning of the fiscal year</u> (established on March 25, 2021, amended on March 26, 2025).</p> <p>(2) <u>The Company may set the record date for the Shareholders or registered pledgees who are entitled to dividends under Paragraph (1) by a resolution of the Board of Directors, and once a record date has been set, it must be announced two (2) weeks prior to the record date</u> (established on March 25, 2021, amended on March 26, 2025).</p> <p>(Text omitted)</p>	<p>To align this Article with the applicable amendment made to the Financial Investment Services and Capital Markets Act, which seeks to enhance the level of dividend predictability for shareholders by allowing the record date for the distribution of quarterly dividends to be set on a date subsequent to the date of resolution of the Board, and the model articles of incorporation published by the Korea Listed Companies Association.</p>
<p><Newly established></p>	<p><u>Addendum No. 34 (as of March 26, 2025)</u></p> <p><u>Article 1. Date of Effectiveness</u></p> <p><u>These Articles of Incorporation shall take effect as of March 26, 2025.</u></p>	<p>To set forth the date of effectiveness.</p>

Agenda 3. Appointment of Non-Executive Director



Kang, Dong-soo

■ **Date of Birth:** June 22, 1969

■ **Main Profession**

- Head of PM Division, SK Inc.

■ **Business Experience**

- Head of PM Division, SK Inc. (2025~Present)
- Head of Portfolio Division, SK Innovation (2023~2024)
- Head of Solution & Platform Development Division, SK Energy (2021~2022)
- Officer of SV Development Team, SUPLEX Council (2019~2020)
- Head of Corporate Planning Office, SK Energy (2018)

■ **Recommended by Board of Directors**

■ **Reasons for Recommendation**

- As the head of the PM Division at SK Inc., Mr. Kang oversees the SK Group's overall portfolio management and possesses in-depth knowledge in the areas of business strategy, planning and finance. The Board recommends Mr. Kang as a candidate for appointment as the new non-executive director as it believes that Mr. Kang will be able to contribute to building a foundation for continued growth of the Company in the telecommunications and artificial intelligence sectors under the continued uncertainty in the global and domestic financial markets.

■ **Relationship with largest shareholder:** Unregistered officer of largest shareholder (SK Inc.)

■ **Transactions with the Company in the Past Three Years:** None

■ **Taxes in Arrears:** None

Management of Insolvent Companies: None

Statutory Reasons for Disqualification: None

Agenda 4. Appointment of an Independent Non-Executive Director to Serve as an Audit Committee Member



Kim, Changbo

- **Date of Birth:** July 10, 1959

- **Main Profession**

- Attorney, DR & AJU LLC

- **Business Experience**

- Attorney, DR & AJU LLC (2024~Present)
- Presiding Judge, Seoul Central District Court (2021~2024)
- Chief Judge, Seoul High Court (2019~2021)
- Vice Minister/Acting Minister, National Court Administration (2017~2019)
- Presiding Judge, Jeju District Court, Seoul District Court, Gwangju High Court, Seoul High Court (2000~2017)

- **Recommended by Independent Director Nomination Committee**

- **Reasons for Recommendation** (as Candidate for Independent Non-executive Director)

- Based on the expertise Mr. Kim has accumulated during his extensive career in risk management and compliance, Mr. Kim possesses exceptional capabilities to evaluate, assess and respond to various risks that may arise in the Company's business and investment decision-making process. Accordingly, the Board expects Mr. Kim to contribute to strengthening the diversity of the Board while fulfilling the role as an independent non-executive director to support the Company's continued growth and development, and it recommends him as a candidate for appointment as an independent non-executive director.

Agenda 4. Appointment of an Independent Non-Executive Director to Serve as an Audit Committee Member (continued)

■ Reasons for Recommendation (as Candidate for Audit Committee Member)

- While serving in his previous roles, including as the chief judge of the Seoul High Court and the presiding judge of the Seoul Central District Court, Mr. Kim has contributed to the realization of a fair and just society, as well as to the stability and growth of the country, based on his firm sense of duty.
- Mr. Kim not only possesses extensive expertise and experience in the areas of corporate compliance and risk management, but also possesses a thorough understanding of overall corporate management activities.
- The Board recommends Mr. Kim as a candidate for a member of the audit committee as it believes that Mr. Kim will contribute to the protection of shareholder rights by enhancing the Company's management transparency and strengthening the independence and expertise of the audit committee.

■ Expected Contributions

- Based on the expertise in the fields of risk management and compliance accumulated during his extensive career as a legal professional, Mr. Kim is expected to perform the duties of an independent non-executive director by advising on the Company's operational improvement and AI performance and recognizing and responding to various risks during the Board's major decision-making process.
- Mr. Kim will vote on key management issues in order to maximize the Company's long-term growth and enterprise value while representing the interests of shareholders and the society.
- Mr. Kim will perform the duties of an independent non-executive director based on professionalism and independence, and shall be removed from his position if he fails to meet the qualification requirements for independent directors pursuant to Articles 382-3, Article 542-8 of the KCC and Article 34 of the Enforcement Decree of the KCC.

■ Relationship with largest shareholder: None

■ Transactions with the Company in the Past Three Years: None

■ Taxes in Arrears: None

Management of Insolvent Companies: None

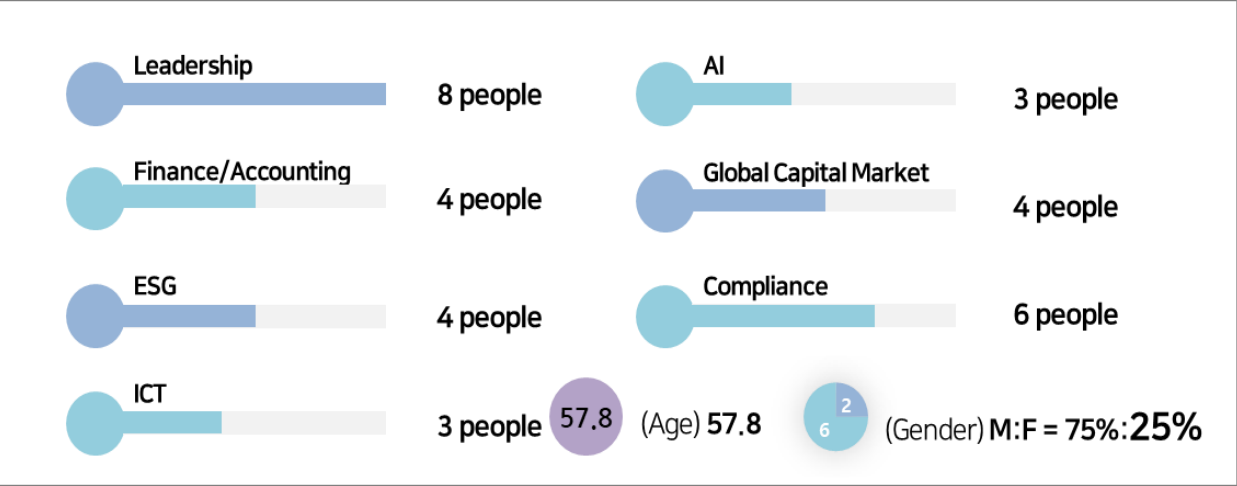
Statutory Reasons for Disqualification: None

[Note] Regarding Appointment of Directors

■ BOD members (after the approval of agendas at the 41st AGM)

	Name	Remarks
Executive Director	Ryu, Young Sang	CEO as of now, Feb. 2025
	Kim, Yang Seob	
Non-Executive Director	Kang, Dong-soo	
Independent Non-Executive Director	Kim, Yong Hak	Chairman of the Board as of now, Feb. 2025
	Kim, Junmo	
	Oh, Haeyun	
	Noh, Mi Kyung	
	Kim, Changbo	

■ Board Skills Matrix (after the approval of agendas at the 41st AGM)



Agenda 5. Approval of the Ceiling Amount of Remuneration for Directors

■ Maximum Authorized Amount of Remuneration for Directors

- Maximum authorized amount of remuneration for directors of 2025 will be KRW 10 billion

(Unit: KRW billion)	2025	2024	2023	2022	2021	2020
Maximum authorized amount of remuneration for directors	10.0	10.0	12.0	12.0	12.0	12.0
Number of directors	8	9	8	8	8	8

[Note] Total amount of remuneration paid to directors in 2024

Number of directors (Number of independent non-executive directors)	Maximum authorized amount	Total amount paid	% of maximum authorized amount
9 (5)	KRW 10.0 billion	KRW 5.78 billion	57.8%

Total amount paid - details	
Executive Director (3)	KRW 5.00 billion
Non-Executive Director (1)	-
Independent Non-Executive Director (5)	KRW 0.78 billion
SUM	KRW 5.78 billion

Agenda 5. Approval of the Ceiling Amount of Remuneration for Directors (continued)

[Note] Determination of Director Compensation

- Management compensation of SK Telecom Co., Ltd. (the "Company"), which is determined based on the management performance and its roles and responsibilities, is set within the limits approved at the general meeting of shareholders. Salaries and retirement benefits of directors are paid pursuant to the resolution of the board of directors (the "Board") or at the general meeting of shareholders approving such payment.
- Such compensations are determined on a holistic basis, and they reflect both quantifiable factors such as the Company's enterprise value, revenue and operating profit, as well as qualitative factors such as the level of leadership required for the execution of strategic objectives and achievement of management performance.
- Further details are as follows:

Item	Contents
Salary	<ul style="list-style-type: none">• Determined based on holistic consideration of the individual's roles and responsibilities, achievements and previous year's salary.• Salary of the representative director is initially set at an increase between 0% and 10% from the previous year's salary based on the evaluation of the Company's key performance indicators ("KPI"), which is further adjusted and finalized by the Board in holistic consideration of changes in the business environment, market competitiveness of compensation and the role served by such person within the broader SK Group.

Agenda 5. Approval of the Ceiling Amount of Remuneration for Directors (continued)

Item	Contents
Incentive	<ul style="list-style-type: none"> Determined based on holistic consideration of achievement of quantitative and qualitative targets measured through various financial factors, including the Company's enterprise value and financial performance(including revenue, operating profit, return on assets, return on equity, total shareholder return, rate of increase in share price in comparison to competitors and economic value added), as well as leadership required for the execution of strategic ESG objectives and achievement of management performance. Incentive of the representative director is based on (i) target incentive (between 0% and 50% of salary) reflecting the Company's KPI evaluation and (ii) value incentive(between 0% and 110% of salary) reflecting the Company's financial performance and enhancement in enterprise value, which is further adjusted and finalized by the Board.

※ Reference : Determination Process of Director Compensation

