

## Date/Time and Place

- March 26, 2026 (Thursday) 10:00 AM (KST)
- SUPEX Hall, 4th Floor, SK T-Tower, 65, Eulji-ro, Jung-gu, Seoul, Korea

## Agenda for Approval

### 1. Approval of Financial Statements for the 42nd Fiscal Year (2025)

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- Consolidated Revenue KRW 17.10 trillion,  
Consolidated Operating Profit KRW 1.07 trillion
- DPS of KRW 1,660 (includes quarterly dividends)

### 2. Amendments to the Articles of Incorporation

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- Comprehensive revision of all relevant provisions of the Articles of Incorporation to ensure compliance with the 2025 amendments to the Commercial Act
  - To clarify the expanded fiduciary duty of directors (Article 35-3)
  - To require the appointment of two audit committee members subject to separate election (Article 47-3)
  - To amend the title of outside director to independent director (Eight provisions, including Article 31) Effective July 23, 2026
  - To incorporate provisions implementing the mandatory electronic general meeting of shareholders (Article 21, 27, and 48) Effective January 1, 2027
  - To delete the quorum requirement provision for the appointment of directors. (Article 32)

### 3. Approval of Reduction of Capital Reserve

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- To transfer KRW 1.7 trillion of capital reserve subject to the capital reduction dividend to retained earnings

# SK Telecom 42nd AGM Agenda

## Agenda for Approval (continued)

### 4. Appointment of Directors

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- Executive Director Candidate (Jung, Jaihun)
- Executive Director Candidate (Han, Myung Jin)
- Non-executive Director Candidate (Yoon, Poong Young)
- Independent Non-executive Director Candidate (Oh, Alice Haeyun)
- Independent Non-executive Director Candidate (Lee, Seong Yeob)

### 5. Appointment of an Independent Non-executive Director and Audit Committee Member

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- Independent Non-executive Director and Audit Committee Member Candidate (Lim, Tay Seop)

### 6. Appointment of an Audit Committee Member

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- Audit Committee Member Candidate (Lee, Seong Yeob)

### 7. Approval of the Ceiling Amount of Remuneration for Directors

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- KRW 10 billion (Number of Directors : 8)

### 8. Approval of the Plan for Holding and Disposal of Treasury Shares

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- 196,475 shares will be disposed of for employee compensation, and the remaining shares will be cancelled pursuant to a future resolution of the Board.

# Agenda 1. Approval of Financial Statements for the 42nd (FY 2025)

The Company's past three years audit opinions were all unqualified, and the final FY2025 financial statements, including the independent auditor's opinion, are scheduled to be disclosed in early to mid-March.

(via the DART electronic disclosure system and the Company's website, etc.).

## ■ Consolidated Financial Statements Summary (Preliminary/Unaudited) (Unit: KRW in million)

	2025	2024	2023
Operating revenue	17,099,213	17,940,609	17,608,511
Operating expenses	16,025,998	16,117,200	15,855,307
Operating income	1,073,215	1,823,409	1,753,204
Net income	375,084	1,387,095	1,145,937
Total asset	30,107,783	30,515,255	30,119,227
Total liabilities	17,152,491	18,687,621	17,890,828
Total shareholder's equity	12,955,292	11,827,634	12,228,399

## [Note] Shareholder Return

(Unit: KRW in billion)

	2025	2024	2023
Cash dividends	353.6 (DPS KRW 1,660)	753.6 (DPS KRW 3,540)	765.6 (DPS KRW 3,540)
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
2024	Unqualified
2023	Unqualified
2022	Unqualified

## Agenda 2. Amendments to the Articles of Incorporation

To comply with the amendments to the Commercial Act promulgated in July 22 and September 9 in 2025, the Company intends to revise the relevant provisions of its Articles of Incorporation.

Current	Proposed Amendment	Remarks
<p><b>Article 21. Place of General Meeting</b> General Meetings of Shareholders shall be held at the place where the head office of the Company is located but may be held at a near-by place if necessary (amended on August 14, 1989).</p>	<p><b>Article 21. Place of General Meeting</b> (1) General Meetings of Shareholders shall be held at the place where the head office of the Company is located but may be held at a near-by place if necessary (amended on August 14, 1989).  (2) <u>The Company shall hold General Meetings of Shareholders in a manner that allows certain Shareholders to participate in shareholders' resolutions by electronic means from a remote location, without being physically present at the place of the meeting (newly established on March 26, 2026).</u></p>	<p>To require the concurrent holding of general meetings of shareholders by electronic means.</p>
<p><b>Article 27. Exercise of Voting Rights by Proxy</b> (1) (Text omitted) (2) The proxy shall be a Shareholder of the Company and must present documents evidencing his power of representation prior to the opening of the General Meeting of Shareholders; provided, however, the proxy for a corporate Shareholder must be an employee of such corporation authorized by the corporation's representative (amended on July 7, 1994).</p>	<p><b>Article 27. Exercise of Voting Rights by Proxy</b> (1) (Text omitted) (2) The proxy shall be a Shareholder of the Company and must present documents <u>in a physical or electronic form</u> evidencing his power of representation prior to the opening of the General Meeting of Shareholders; provided, however, the proxy for a corporate Shareholder must be an employee of such corporation authorized by the corporation's representative (amended on July 7, 1994, amended on March 26, 2026).</p>	<p>To permit proxy attendance at general meetings of shareholders by electronic document.</p>
<p><b>Article 31. Number of Directors</b> (1) The Company shall have a minimum of three (3) but not more than twelve (12) Directors, and more than a half of Directors shall be outside Directors (amended on March 11, 2005). (2) (Text omitted)</p>	<p><b>Article 31. Number of Directors</b> (1) The Company shall have a minimum of three (3) but not more than twelve (12) Directors, and more than a half of Directors shall be <u>independent</u> Directors(amended on March 11, 2005, <u>amended on March 26, 2026</u>). (2) (Text omitted)</p>	<p>To amend the title of outside director to independent director.</p>

## Agenda 2. Amendments to the Articles of Incorporation (continued)

Current	Proposed Amendment	Remarks
<p><b>Article 32. Appointment of Directors</b></p> <p>(1) (Text omitted)</p> <p>(2) The Directors shall be appointed at a General Meeting of Shareholders by affirmative votes of the majority of the voting rights of Shareholders present and such majority also represents at least one-fourth (1/4) of the total number of shares issued and outstanding(amended on March 17, 2000).</p> <p>(3) (Text omitted)</p> <p>(4) (Text omitted)</p> <p>(5) The Directors shall consist of standing Director(s), non-standing Director(s) and outside Director(s) who do(es) not participate in general operation of the Company (established on March 27, 1998).</p> <p>(6) (Text omitted)</p>	<p><b>Article 32. Appointment of Directors</b></p> <p>(1) (Text omitted)</p> <p>(2) <u>(deleted on March 26, 2026)</u></p> <p>(3) (Text omitted)</p> <p>(4) (Text omitted)</p> <p>(5) The Directors shall consist of standing Director(s), non-standing Director(s) and <u>independent</u> Director(s) who do(es) not participate in general operation of the Company (established on March 27, 1998, <u>amended on March 26, 2026</u>).</p> <p>(6) (Text omitted)</p>	<p>To delete the quorum requirement provision for the appointment of directors.</p> <p>To amend the title of outside director to independent director.</p>
<p><b>Article 32-2. Committee for Recommendation of Outside Director</b></p> <p>(1) The Company shall have the committee for recommendation of Outside Director (the "Recommendation Committee") at the Board of Directors (established on March 17, 2000).</p> <p>(2) An outside Director shall be appointed from among those candidates who were recommended by the Recommendation Committee (established on March 17, 2000).</p> <p>(3) The Recommendation Committee shall consist of two (2) or more Directors and a half or more of such Directors shall be composed of outside Directors already appointed (established on March 17, 2000).</p> <p>(4) All matters necessary for the constitution and operation of the Recommendation Committee shall be decided separately by the Board of Directors (established on March 17, 2000).</p>	<p><b>Article 32-2. Committee for Recommendation of <u>Independent</u> Director</b></p> <p>(1) The Company shall have the committee for recommendation of <u>independent</u> Director (the "<u>Independent Director Nomination</u> Committee") at the Board of Directors (established on March 17, 2000, <u>amended on March 26, 2026</u>).</p> <p>(2) An <u>independent</u> Director shall be appointed from among those candidates who were recommended by the <u>Independent Director Nomination</u> Committee (established on March 17, 2000, <u>amended on March 26, 2026</u>).</p> <p>(3) The <u>Independent Director Nomination</u> Committee shall consist of two (2) or more Directors and a half or more of such Directors shall be composed of <u>independent</u> Directors already appointed (established on March 17, 2000, <u>amended on March 26, 2026</u>).</p> <p>(4) All matters necessary for the constitution and operation of the</p>	<p>To amend the title of outside director to independent director.</p>

## Agenda 2. Amendments to the Articles of Incorporation (continued)

Current	Proposed Amendment	Remarks
	<p><u>Independent Director Nomination Committee</u> shall be decided separately by the Board of Directors (established on March 17, 2000, <u>amended on March 26, 2026</u>).</p>	
<p><b>Article 32-3. Qualification of Director</b></p> <p>(1) (Text omitted)</p> <p>(2) The outside Director of the Company shall be such person who has expert knowledge in management, economy, accounting, law or relevant technology, or substantial experience in such areas, and who may contribute to the development of the Company and protection of interests of the Shareholders. A person who falls under any of causes for disqualification as specified in the Commercial Act or other relevant laws and regulations, shall not become an outside Director of the Company (amended on March 23, 2012).</p> <p>(3) If an outside Director who falls under any of causes for disqualification in any of items specified in Paragraph (1) above or in the Paragraph (2) above, he/she shall be dismissed from his/her office when there occurs any of such causes. In such case, any vacancy in the office of the outside Director shall be filled at the Ordinary General Meeting of Shareholders following the occurrence of such causes for disqualification (amended on March 17, 2000).</p>	<p><b>Article 32-3. Qualification of Director</b></p> <p>(1) (Text omitted)</p> <p>(2) The <u>independent</u> Director of the Company shall be such person who has expert knowledge in management, economy, accounting, law or relevant technology, or substantial experience in such areas, and who may contribute to the development of the Company and protection of interests of the Shareholders. A person who falls under any of causes for disqualification as specified in the Commercial Act or other relevant laws and regulations, shall not become an <u>independent</u> Director of the Company (amended on March 23, 2012, <u>amended on March 26, 2026</u>).</p> <p>(3) If an <u>independent</u> Director who falls under any of causes for disqualification in any of items specified in Paragraph (1) above or in the Paragraph (2) above, he/she shall be dismissed from his/her office when there occurs any of such causes. In such case, any vacancy in the office of the <u>independent</u> Director shall be filled at the Ordinary General Meeting of Shareholders following the occurrence of such causes for disqualification (amended on March 17, 2000, <u>amended on March 26, 2026</u>).</p>	<p>To amend the title of outside director to independent director.</p>
<p><b>Article 33. Term of office of Directors</b></p> <p>(1) (Text omitted)</p> <p>(2) The total term of outside Directors shall not exceed 6 years, and, when including the service at affiliates, 9 years (newly established on March 25, 2021).</p>	<p><b>Article 33. Term of office of Directors</b></p> <p>(1) (Text omitted)</p> <p>(2) The total term of <u>independent</u> Directors shall not exceed 6 years, and, when including the service at affiliates, 9 years (newly established on March 25, 2021, <u>amended on March 26, 2026</u>).</p>	<p>To amend the title of outside director to independent director.</p>

## Agenda 2. Amendments to the Articles of Incorporation (continued)

Current	Proposed Amendment	Remarks
<p><b>Article 35-3. Duties of Directors to be faithful</b></p> <p>The Directors shall faithfully perform their respective duties for the benefits of the Company. (amended on March 17, 2000).</p>	<p><b>Article 35-3. Duties of Directors to be faithful</b></p> <p>The Directors shall faithfully perform their respective duties for the <u>Company and Shareholders in accordance with applicable laws and the Articles of Incorporation</u> (amended on March 17, 2000, amended on March 26, 2026).</p>	<p>To clarify the expanded fiduciary duty of directors.</p>
<p><b>Article 45-2. Matters Subject to Prior Approval of Majority of the Outside Directors</b></p> <p>Notwithstanding the provisions to the contrary in the Articles of Incorporation, the Company shall obtain approval from the majority of the outside Directors in order to effect the following acts (established on March 27, 1998). (Text omitted)</p>	<p><b>Article 45-2. Matters Subject to Prior Approval of Majority of the <u>Independent</u> Directors</b></p> <p>Notwithstanding the provisions to the contrary in the Articles of Incorporation, the Company shall obtain approval from the majority of the <u>independent</u> Directors in order to effect the following acts (established on March 27, 1998, <u>amended on March 26, 2026</u>). (Text omitted)</p>	<p>To amend the title of outside director to independent director.</p>
<p><b>Article 47-3. Audit Committee</b></p> <p>(1) (Text omitted)</p> <p>(2) The Audit Committee shall consist of three (3) or more directors and two-thirds (2/3) or more of the committee members shall be composed of outside Directors.</p> <p>(3) (Text omitted)</p>	<p><b>Article 47-3. Audit Committee</b></p> <p>(1) (Text omitted)</p> <p>(2) The Audit Committee shall consist of three (3) or more directors and two-thirds (2/3) or more of the committee members shall be composed of <u>independent</u> Directors (<u>amended on March 26, 2026</u>).</p> <p>(3) (Text omitted)</p> <p>(4) <u>Two (2) members of the Audit Committee shall be elected by a separate resolution of the General Meeting of Shareholders as Directors serving on the Audit Committee, apart from the election of the other Directors (newly established on March 26, 2026).</u></p>	<p>To amend the title of outside director to independent director.</p> <p>To increase the number of audit committee members subject to separate election.</p>

## Agenda 2. Amendments to the Articles of Incorporation (continued)

Current	Proposed Amendment	Remarks
<p><b>Article 48. Minutes of the Meeting of the Board of Directors</b></p> <p>All agenda of the Board of Directors, the substance of the proceedings of the Board and the result thereof, name(s) of Director(s) who raise(s) an objection to the Board resolution and the reason therefor, shall be recorded in the minutes on which the names and seals of the Chairman and all Directors present shall be affixed or which shall be signed by such persons, and shall be kept at the head office (amended on March 17, 2000).</p>	<p><b>Article 48. Minutes of the Meeting of the Board of Directors</b></p> <p><u>(1) All agenda of the Board of Directors, the substance of the proceedings of the Board and the result thereof, name(s) of Director(s) who raise(s) an objection to the Board resolution and the reason therefor, shall be recorded in the minutes on which the names and seals of the Chairman and all Directors present shall be affixed or which shall be signed by such persons, and shall be kept at the head office (amended on March 17, 2000).</u></p> <p><u>(2) The Company shall keep records relating to the convening of an electronic General Meeting of Shareholders at the head office (newly established on March 26, 2026).</u></p>	<p>To require the maintenance of records of electronic general meetings of shareholders.</p>
<p><b>Article 49-2. Treatment for Outside Directors</b></p> <p>The Company may pay to outside Directors the expense incurred during the performance of their duties (amended on March 17, 2000).</p>	<p><b>Article 49-2. Treatment for Independent Directors</b></p> <p>The Company may pay to <u>independent</u> Directors the expense incurred during the performance of their duties (amended on March 17, 2000, <u>amended on March 26, 2026</u>).</p>	<p>To amend the title of outside director to independent director.</p>
<p>&lt;Newly established&gt;</p>	<p><b>Addendum No. 35 (as of March 26, 2026)</b></p> <p><b>Article 1. Date of Effectiveness</b></p> <p><u>These Articles of Incorporation shall take effect as of March 26, 2026. However, the amended provisions of Articles 21 and 27 shall take effect as of January 1, 2027, and the amended provisions of Articles 31, 32, 32-2, 32-3, 33, 45-2, 47-3(2) and 49-2 shall take effect as of July 23, 2026.</u></p>	<p>To set forth the date of effectiveness.</p>

## Agenda 3. Approval of Reduction of Capital Reserve

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In order to enhance shareholder return by exempting dividend income from taxation, the Company intends to transfer capital reserves to retained earnings to enable the execution of a capital reduction dividend.

### ■ Content of the resolution

- Of the Company's capital reserves (comprising paid-in surplus), KRW 1.7 trillion shall be reduced and transferred to retained earnings.

## Agenda 4-1. Appointment of an Executive Director

The Board believes the candidate's experience and capabilities will be essential to strengthen the fundamentals of the Company's business and transform the organizational culture to build a foundation for sustainable growth and recommends him as a candidate for appointment as an executive director.



### Jung, Jaihun

- **Date of Birth: June 23,1968**
- **Main Profession**
  - Chief Executive Officer, SK Telecom

#### ■ **Business Experience**

- Chief Executive Officer, SK Telecom (2025~Present)
- Chair of Governance Committee, SK SUPEX Council (2024~ Present)
- President of Governance & External Affairs (CGO), SK Telecom (2024~2025)
- Head of External Affairs, SK Telecom (2024)
- Head of Investment Support Center, SK Square;  
Head of Transformation Initiative, SK Telecom (2022~2023)
- Head of Legal Affairs and Head of Investment Support Center, SK Square (2021~2022)
- Head of Legal Affairs Group 2, SK Telecom (2020~2021)
- Presiding Judge, Seoul Central District Court (2019)
- Director General of the Information Technology Bureau,  
National Court Administration of the Supreme Court of Korea (2017~2018)

#### ■ **Recommended by Board of Directors**

## Agenda 4-1. Appointment of an Executive Director (continued)

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### ■ Reasons for Recommendation

- As the former Chief Financial Officer of SK Square, Mr. Jung oversaw strategy, finance and investor relations, established an investment support framework and laid the foundation for corporate value innovation through portfolio reorganization. As Chair of the Governance Committee of the SUPEX Council, he oversaw group-wide governance and risk management systems, advanced a board and shareholder-centered management system by communicating with the capital markets.
- Through these experiences, as the current CEO of SK Telecom, Mr. Jung has strengthened a business structure and management system based on fundamentals and principles, reinforced the MNO business and driven qualitative growth through focused investment in the AI business, and implemented company-wide changes to ways of working through AI transformation.
- In consideration of the rapidly changing business environment, the Board believes Mr. Jung's experience and capabilities will be essential to strengthen the inherent competitiveness of the MNO business, secure new growth through the AI business and foster a dynamic organizational culture to drive sustainable growth, and it recommends him as a candidate for appointment as an executive director.

■ **Relationship with largest shareholder:** Unregistered officer of affiliate (SK Telecom)

■ **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 4-2. Appointment of an Executive Director

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The Board considers him well-suited, with the experience and capabilities for driving business innovation to enhance the fundamental competitiveness of the MNO business and strengthen market leadership, and it recommends him as a candidate for appointment as an executive director.



### Han, Myung Jin

- **Date of Birth: October 26, 1973**
- **Main Profession**
  - Head of MNO Company-in-Company Unit, SK Telecom

#### ■ **Business Experience**

- Head of MNO Company-in-Company Unit, SK Telecom (2025~Present)
- Chief Executive Officer and President, SK Square (2024~2025)
- Head of Investment Support Center, SK Square (2024)
- Chief Strategy Officer, SK Telecom (2021~2023)
- Head of MNO Business Support Group, SK Telecom (2019~2020)
- Head of Global Alliance and Investment, SK Telecom (2016~2018)

#### ■ **Recommended by Board of Directors**

#### ■ **Reasons for Recommendation**

- As Head of the MNO Business Support Group, Mr. Han led the establishment and execution of 5G strategy; as Chief Strategy Officer, he oversaw company-wide strategy, executed business development and global investments, and led AX (AI transformation). In addition, as CEO of SK Square, he drove operational improvement initiatives and achieved performance enhancement at both the parent company and its subsidiaries.

## Agenda 4-2. Appointment of an Executive Director (continued)

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### ■ Reasons for Recommendation (continued)

- Through these experiences, as the current Head of the MNO Company-in-Company Unit at SK Telecom, Mr. Han has been strengthening the fundamental competitiveness of B2C, B2B services and network operations to improve profitability, while identifying AX initiatives and consolidating related functions and capabilities to drive innovation in telecommunications.
- The Board believes Mr. Han's experience and capabilities will be essential for strengthening customer trust and market leadership, and it recommends him as a candidate for appointment as an executive director.

■ **Relationship with largest shareholder:** Unregistered officer of affiliate (SK Telecom)

■ **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 4-3. Appointment of a Non-Executive Director

Based on Mr. Yoon's deep understanding and expertise in Telco and AI business, he is expected not only to provide strategic advice but also to contribute to strengthening AI business growth through synergy with the SK Group, and the Board recommends him as a candidate for appointment.



### Yoon, Poong Young

- Date of Birth: November 28, 1974
- Main Profession
  - President of SUPEX Council

#### ■ Business Experience

- President of SUPEX Council (2025~Present)
- Chief Executive Officer, SK AX (2023~2025)
- Chief Investment Officer, SK Square (2021~2022)
- Head of Corporate Center, SK Telecom (2019~2021)
- Head of PM Group, SK Telecom (2018)
- Head of Planning Division, SK C&C (2016~2017)

#### ■ Recommended by Board of Directors

#### ■ Reasons for Recommendation

- Mr. Yoon has served as Head of SK Telecom's Corporate Center and President of SK AX, and possesses expertise across key areas of the Company's businesses, including telecommunications and AI, as well as in planning and finance.
- The Board believes Mr. Yoon's experience and capabilities will be essential for laying the foundation for sustainable growth in the Company's telecommunications business and strengthening AI business growth through synergy with the SK Group, and it recommends him as a candidate for appointment as a non-executive director.

## Agenda 4-3. Appointment of a Non-Executive Director (continued)

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- **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 4-4. Appointment of an Independent Non-executive Director

As an independent non-executive director of the Company with expertise and leadership in AI, Ms. Oh is expected to strengthen the Board's expertise and contribute to the Company's sustainable growth, and the Board recommends her as a candidate for appointment.



### Oh, Alice Haeyun

- **Date of Birth:** November 13, 1974

- **Main Profession**

- Professor of Computing, KAIST

- **Business Experience**

- Professor of Computing, KAIST (2008~Present)
- Head of Global Cooperation Subcommittee, National AI Strategy Committee (2025~ Present)
- Director, KAIST Center for MARS Artificial Intelligence Research (2018~2024)
- Vice President and President, KAIST Artificial Intelligence Research Institute (2021~2023)
- Civilian Committee Member, the Presidential Committee on the 4th Industrial Revolution (2020~2022)
- Researcher, Hewlett-Packard (2001~2002)

- **Recommended by Independent Director Nomination Committee**

- **Reasons for Recommendation**

- As a professor of computing at KAIST, Ms. Oh has consistently produced research achievements in AI fields such as natural language processing. Through AI research projects conducted with major domestic and global big technology companies, Ms. Oh has earned recognition for expertise and leadership in AI across academia, government and industry.
- In addition, Ms. Oh has contributed to the Company's long-term growth and maximization of enterprise value by enhancing diversity of the Board and providing professional insights over the past three years while serving as an independent non-executive director of the Company.

## Agenda 4-4. Appointment of an Independent Non-executive Director (continued)

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### ■ Reasons for Recommendation (continued)

- Upon reappointment, Ms. Oh is expected to further strengthen the Board's expertise and contribute to the Company's sustainable growth, and the Board recommends her as a candidate for appointment as an independent non-executive director.

### ■ Expected Contributions

- Based on her expertise and experience in the field of artificial intelligence ("AI"), which is a core business area of the Company, Ms. Oh will perform the duties of an independent non-executive director by providing professional advice and opinions on overall technology and the Company's business strategies.
- In addition, based on her understanding of the Company's overall management and experience accumulated over three years while serving as an independent non-executive director of the Company, Ms. Oh will seek to vote on key management issues with the purposes of enhancing the Company's long-term growth and enterprise value while also representing the interests of shareholders and the society.
- Ms. Oh will perform the duties of an independent non-executive director based on professionalism and independence, and acknowledges that she may be removed from her position if she fails to meet the qualification requirements for independent directors pursuant to Articles 382-3, Article 542-8 of the Korean Commercial Code (the "KCC") and Article 34 of the Enforcement Decree of the KCC.

- **Relationship with largest shareholder:** Independent non-executive director of affiliate (SK Telecom)

- **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 4-5. Appointment of an Independent Non-executive Director

Based on Mr. Lee's expertise and experience in information protection and compliance, he is considered well-suited to advance the Company's information protection governance and restore customer trust, and the Board recommends him as a candidate for appointment.



### Lee, Seong Yeob

- **Date of Birth: August 3, 1967**
- **Main Profession**
  - Professor of Graduate School of Management of Technology, Korea University

### ■ **Business Experience**

- Professor of Graduate School of Business, Sungkyunkwan University (2019~Present)
- President, Korea Information & Communication Technology Law Association (2025~ Present)
- Honorary President, Korea Data Artificial Intelligence Law and Policy Society (2025~ Present)
- Civilian Chair, Personal Information Regulation Review Committee, Personal Information Protection Commission (2022~ Present)
- Foreign Attorney (U.S.), Kim & Chang (2004~2015)
- Senior Government Official, Office for Government Policy Coordination, Prime Minister's Secretariat (2001~2004)

### ■ **Recommended by Independent Director Nomination Committee**

### ■ **Reasons for Recommendation**

- Currently a professor at the Graduate School of Management of Technology at Korea University, Mr. Lee has served as Chair of the Personal Information Regulation Review Committee and President of the Korea Information & Communication Technology Law Association, and possesses specialized expertise in the fields of information protection and technology management.

## Agenda 4-5. Appointment of an Independent Non-executive Director (continued)

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### ■ Reasons for Recommendation (continued)

- In addition, Mr. Lee has accumulated extensive experience and expertise in information and communications technologies (“ICT”) and compliance based on his experience with ICT-related institutions and key government ministries.
- Mr. Lee is considered well-suited to advance the Company’s information protection governance and restore customer trust, and the Board recommends him as a candidate for appointment as an independent non-executive director.

### ■ Expected Contributions

- Based on his expertise and experience in information protection and compliance, Mr. Lee will provide professional advice for the purposes of strengthening the Company’s governance on information protection matters and restoring customer trust, and contribute to the Board’s decision-making process by ensuring that various risks are systematically reviewed and that appropriate responses are implemented.
- Mr. Lee will seek to participate in responsible decision-making on key management issues with the purposes of enhancing the Company’s long-term growth and enterprise value while also representing the interests of shareholders and the society.
- Mr. Lee will perform the duties of an independent non-executive director based on professionalism and independence, and acknowledges that he may 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

## Agenda 5. Appointment of an Independent Non-Executive Director and Audit Committee Member

Based on Mr. Lim's expertise in finance and risk management, he is expected to contribute to enhancing the Company's corporate value, while also strengthening the independence of the audit committee and ensuring management transparency, and the Board recommends him as a candidate for appointment.



### Lim, Tay Seop

- **Date of Birth: September 17, 1963**
- **Main Profession**
  - Professor of Graduate School of Business, Sungkyunkwan University

### ■ **Business Experience**

- Professor of Graduate School of Business, Sungkyunkwan University (2017~Present)
- Partner, CobaltSky Partners Ltd. (2016~2017)
- Representative Director, Macquarie Securities Korea Limited (2013~2015)
- Chief Executive Officer, Goldman Sachs Asset Management Korea (2010~2012)
- Partner, Sofaer Global Research HK (2008~2010)
- Co-Head of Branch, Goldman Sachs (Asia) L.L.C. (Seoul Branch) (2001~2008)

### ■ **Recommended by Independent Director Nomination Committee**

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

- Currently a professor at the Graduate School of Business at Sungkyunkwan University, Mr. Lim has more than 30 years of experience in the fields of global equity research, investment advisory and asset management, and has developed deep expertise in finance and risk management.
- In particular, having served as the Representative Director of Macquarie Securities Korea Limited and Chief Executive Officer of Goldman Sachs Asset Management Korea, Mr. Lim possesses extensive experience in global markets and strong leadership capabilities.

## **Agenda 5. Appointment of an Independent Non-Executive Director and Audit Committee Member (continued)**

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

- Mr. Lim is considered well-suited to enhance the Company's corporate value and strengthen the diversity of the Board, and the Board recommends him as a candidate for appointment as an independent non-executive director.

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

- Based on his expertise in finance and risk management, as well as broad experience and understanding of overall corporate management activities, Mr. Lim is expected to contribute to enhancing the Company's enterprise value.
- The Board recommends Mr. Lim as a candidate for a member of the audit committee, as it considers him to be capable of making a significant contribution to the Company's development and the protection of shareholders' rights and interests by strengthening the independence of the audit committee and ensuring management transparency.

### **■ Expected Contributions**

- Based on his expertise in finance, financial management and risk management, Mr. Lim will perform the duties of an independent non-executive director and contribute to the Company's sustainable growth and the enhancement of enterprise value, while providing professional and diverse perspectives in Board discussions.
- Mr. Lim will seek to participate in independent and responsible decision-making on key management issues with the purposes of enhancing the Company's long-term growth while also representing the interests of shareholders and the society.
- Mr. Lim will perform the duties of an independent non-executive director based on professionalism and independence, and acknowledges that he may 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.

## **Agenda 5. Appointment of an Independent Non-Executive Director and Audit Committee Member (continued)**

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- **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

## Agenda 6. Appointment of an Audit Committee Member

Based on Mr. Lee's expertise in the fields of information protection and compliance, he is expected to exercise independent and professional judgment in the areas of audit and internal control and contribute to strengthening the expertise of the audit committee, and the Board recommends him as a candidate for appointment.



### Lee, Seong Yeob

- **Date of Birth: August 3, 1967**
- **Main Profession**
  - Professor of Graduate School of Management of Technology, Korea University

### ■ **Business Experience**

- Professor of Graduate School of Business, Sungkyunkwan University (2019~Present)
- President, Korea Information & Communication Technology Law Association (2025~ Present)
- Honorary President, Korea Data Artificial Intelligence Law and Policy Society (2025~ Present)
- Civilian Chair, Personal Information Regulation Review Committee, Personal Information Protection Commission (2022~ Present)
- Foreign Attorney (U.S.), Kim & Chang (2004~2015)
- Senior Government Official, Office for Government Policy Coordination, Prime Minister's Secretariat (2001~2004)

### ■ **Recommended by Independent Director Nomination Committee**

### ■ **Reasons for Recommendation**

- Based on his expertise and extensive experience in the fields of information protection and compliance, as well as professional insight into internal control and overall risk management, Mr. Lee is expected to exercise independent and professional judgment in the areas of audit and internal control.
- The Board recommends Mr. Lee as a candidate for a member of the audit committee, as it considers him to be capable of strengthening the Board's oversight function and the expertise of the audit committee.

## Agenda 6. Appointment of an Audit Committee Member (continued)

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- **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 agenda at the 42nd AGM)

	Name	Remarks
Executive Director	Jung, Jaihun	CEO as of now, Feb. 2026
	Han, Myung Jin	
Non-Executive Director	Yoon, Poong Young	
Independent Non-Executive Director	Lee, Seong Yeob	
	Lim, Tay Seop	
	Oh, Alice Haeyun	Re-election
	Noh, Mi Kyung	
	Kim, Changbo	

### ■ Board Skills Matrix (after the approval of agenda at the 42nd AGM)

- Independence ensured with a majority of independent non-executive directors (62.5%).
- The Board possesses ample capabilities—not only leadership experience but also ICT, AI, and global capital market expertise—necessary to build SK Telecom's foundation for sustainable growth.

Category	Out of 8 members
Leadership	8
Finance/Accounting	5
ICT	5
AI	4
Global Capital Market	5
Compliance	4
ESG	3
Femail members	2
Average age	56.1

## Agenda 7. Approval of the Ceiling Amount of Remuneration for Directors

### ■ Maximum Authorized Amount of Remuneration for Directors

- Maximum authorized amount of remuneration for directors of 2026 will be KRW 10 billion

(Unit: KRW billion)	2026	2025	2024	2023	2022	2021
Maximum authorized amount of remuneration for directors	<b>10.0</b>	10.0	10.0	12.0	12.0	12.0
Number of directors	<b>8</b>	8	9	8	8	8

### [Note] Total amount of remuneration paid to directors in 2025

Number of directors (Number of independent non-executive directors)	Maximum authorized amount	Total amount paid	% of maximum authorized amount
8 (5)	KRW 10.0 billion	KRW 6.22 billion	62.2%

Total amount paid - details	
Executive Director (2)	KRW 5.46 billion
Non-Executive Director (1)	-
Independent Non-Executive Director (5)	0.76 billion
SUM	KRW 6.22 billion

※ Includes partial payment details for one executive director who resigned in March 2025

## Agenda 7. Approval of the Ceiling Amount of Remuneration for Directors (continued)

### [Note] Determination of Director Compensation

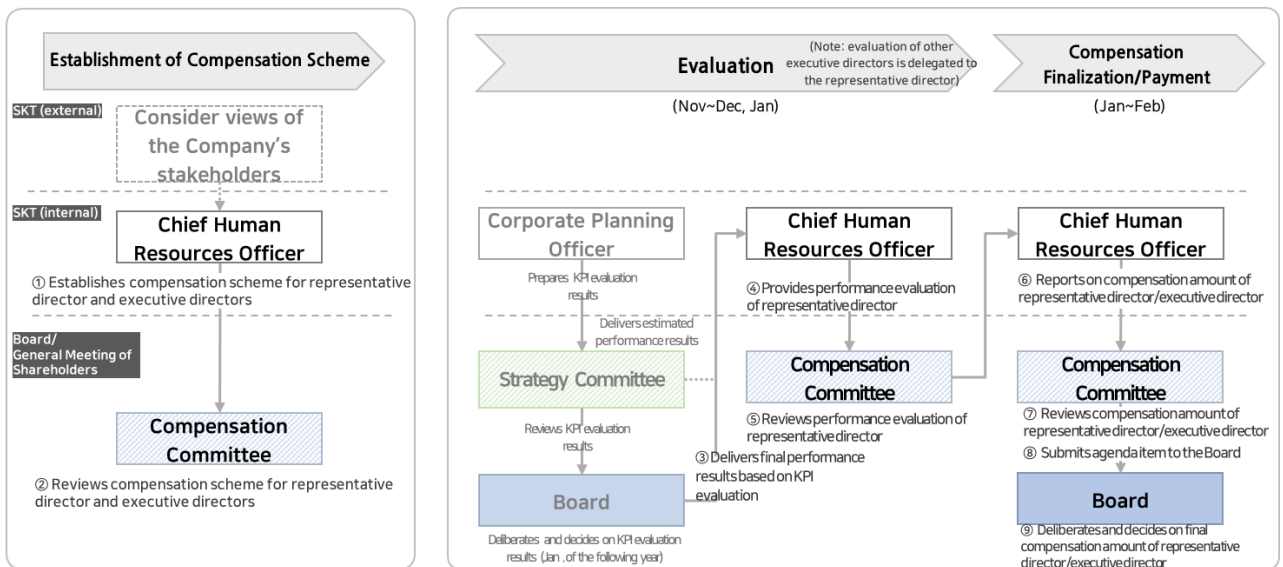
- Management compensation of SK Telecom Co., Ltd. (the "Company"), which is determined based on the management performance and its roles and responsibilities, is set within the limits approved at the general meeting of shareholders. Salaries and retirement benefits of directors are paid pursuant to the 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"><li>• Determined based on holistic consideration of the individual's roles and responsibilities, achievements and previous year's salary.</li><li>• 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.</li></ul>

# Agenda 7. Approval of the Ceiling Amount of Remuneration for Directors (continued)

Item	Contents
Incentive	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>

## ※ Reference : Determination Process of Director Compensation



## Agenda 8. Approval of the Plan for Holding and Disposal of Treasury Shares

With the amendment to the Commercial Act mandating shareholder approval of treasury share holding and disposal plans scheduled to take effect, the Company seeks approval of its treasury share holding and disposal plan.

※ If the amendment does not take effect before the AGM (March 26, 2026), this agenda item will be automatically nullified.

### ■ Content of the resolution

#### ▪ Purpose of Holding or Disposal of Treasury Shares:

For employee compensation purposes.

#### ▪ Class, Number and Method of Acquisition of Treasury Shares Subject to Holding or Disposal

- As of March 5, 2026, the Company held 1,797,787 common shares, of which 196,475 shares will be held or disposed of for employee compensation, and the remaining shares will be cancelled pursuant to a future resolution of the Board.

Item	Shares held	Shares to be disposed of
Class and number of treasury shares	196,475 common shares	196,475 common shares
Method of acquisition	Acquisition through trust agreement	

- ※ The actual number of treasury shares to be disposed of may be subject to change depending on the share price at the time of compensation or exercise, the number of stock options exercised and the terms of the employee compensation program.

## Agenda 8. Approval of the Plan for Holding and Disposal of Treasury Shares (continued)

### ■ Content of the resolution (continued)

#### ■ Information as of the Commencement Date of Holding and the Scheduled Date of Disposal

Item	As of the commencement date of holding	As of the date of disposal
Class, number and method of acquisition of treasury shares	1,797,787 shares	1,601,312 shares
	Common shares acquired through trust agreement	
Class and number of shares outstanding, excluding treasury shares	212,992,266 shares	213,188,741 shares
	Common shares	
Change in the ratio of treasury shares to total shares issued	0.84%	0.75%

※ The commencement date of holding refers to the date of the AGM.

The number of shares as of the date of disposal may be subject to change depending on the actual number of treasury shares disposed of.

#### ■ Expected Holding Period

- Subject to approval at the AGM, the treasury shares are scheduled to be held until the time of payment under the employee compensation program.

#### ■ Expected Date of Disposal

- The treasury shares are scheduled to be disposed of after March 26, 2026, and the execution results are expected to be reported at the AGM.
- ※ If the pending amendment to the Commercial Act, which mandates shareholder approval of treasury share holding and disposal plans, does not take effect before the AGM (March 26, 2026), this agenda item will be automatically nullified.
- ※ If the pending amendment to the Commercial Act takes effect and changes the mandatory disclosure items for treasury share holding and disposal plans, and corrections to this plan become necessary, such corrections may be made by a resolution of the Board, provided that such amendments do not result in a material change.