

Code of Ethics Guidelines

1. Guiding Principles

1.1 Scope of Application

The Code of Ethics Guidelines (hereinafter these “Guidelines”) apply to all Members (hereinafter “Members”) of SK innovation Co., Ltd., SK energy Co., Ltd, SK geo centric Co., Ltd., SK enmove Co., Ltd., SK incheon petrochem Co., Ltd., SK trading international Co., Ltd., SK ie technology Co., Ltd., SK on Co., Ltd. and SK earthon Co., Ltd.(hereinafter the “Company”) and the Company’ s affiliates (foreign or domestic).

For those affiliates whose shares are partially owned by the Company and for those business partners who are in business or contractual relationship with the Company, we recommend them to comply with the Company’ s Code of Ethics.

1.2 Purpose

These Guidelines aim to provide the criteria for decision making and action regarding ethical dilemmas, which may arise in the course of work, to assist the Members to understand and properly act upon the Company’ s Code of Ethics.

1.3 Principles of ethical decision-making and conduct

All Members shall act in accordance with the Code of Ethics and these Guidelines in case of an ethical dilemma faced in the course of work.

In case these Guidelines lack clear guidance for a particular case, Members shall act in accordance with the following principles of decision-making, and if one is uncertain of his or her judgment, such Member shall seek the advice of his or her leader or that of the ethics department for correct interpretation and shall act in accordance with such

interpretation.

- Legitimacy: Can the action be interpreted as a violation of laws/regulations or the Company regulations?
- Transparency: Can the process of decision-making and outcome be disclosed?
- Rationality: Would other Members make the same decision under the same circumstances?

2. Responsibility of the Members

2.1 Diligent execution of duties

Members must be fully aware of their rights and responsibilities and work in good faith.

2.2 Resolving conflict of interest

- 1) Members must do their best to prevent the circumstances that may violate their duty of loyalty to the Company due to the conflict of interest with the Company in relation to the performance of their duties.
- 2) The following circumstances shall be considered as conflict of interest. Members shall note that since this is not an exhaustive list of all conflict of interest cases, strict judgement and application of these Guidelines for actual cases are required.

- **Prohibited Actions:**

- Using the Company's assets or information to obtain personal gains;
- Abusing one's position in the Company as means to exert improper influence on the Company's business partners such as solicitation of any personal management, request for provision of various advantages, etc.; and

- Engaging in secondary jobs to such extent that it impedes one' s diligent execution of duties.
- **Cases where one must disclose conflict of interest to his/her leader and obtain the Company' s approval in accordance with the relevant Company procedures such as the arbitrary decision regulation:**
 - One directly or indirectly enters into a contract with, or engages in business transactions with, the Company; and
 - One owns shares of, or engages in management activities of, the Company' s business partner , which can be put under his or her direct or indirect influence through business relations.

2.3 Appropriate use and protection of the Company' s assets and information

Members must safeguard and properly use the Company' s tangible and intangible assets.

- 1) One shall not use the Company' s assets or transfer/lease the Company' s assets to a third party for personal gains without the Company' s authorization or approval.
- 2) One shall not use the Company' s budget for personal use. The Company' s budget must be used only for the purpose set by the Company, and such use must be accurately recorded in the Company' s accounting books.
- 3) One shall not exploit the Company' s computers, Internet, e-mail, phone, fax, etc. for personal use.
- 4) One shall strictly protect the Company' s intellectual property rights, including but not limited to patents, trade secrets, trademarks, copyrights, and other proprietary information. The intellectual property rights of third parties shall also receive the same protection, and in particular, illegal software shall not be used.

- 5) The Company' s proprietary information, including information related to business or technology, shall be strictly managed in accordance with the related Company regulations. The decision of whether or not to disclose information assets and the scope of such disclosure shall be determined according to the relevant laws/regulations and the Company regulations and policy, and the same applies to the interviews with the media.
- 6) One shall not trade stocks based on the confidential information acquired during the course of work or disclose it to third parties.

2.4 Offer or receipt of gifts, hospitality, etc.

- 1) Members shall conduct all business activities in a fair and transparent manner. No one shall offer any gifts, hospitality, etc. to any interested parties, regardless of such offer' s connection to his/her duties or the motive for such offer.
- 2) Members shall not accept any gifts, hospitality, etc. from the Company' s business partners or interested parties, regardless of such acceptance' s connection to his/her duties or the motive for such acceptance.
- 3) Any forms of offer or receipt of gifts, hospitality, etc., whether delivered directly or indirectly, are prohibited, except such offer or receipt of reasonable level of hospitalities within the scope generally permitted under the relevant laws/regulations and in the context of social norms to maintain healthy and friendly relationship. Each department or division in the Company may establish and enforce more detailed guidelines for the foregoing in accordance with the relevant laws/regulations.

2.5 Mutual respect between the Members of the Company

- 1) Members shall treat each other with respect and maintain

propriety and dignity as SK members.

- 2) No Member shall be discriminated against for the reason of gender, educational background, birthplace, marital status, race, nationality, religion, etc.
- 3) Members shall not engage in any acts (i.e. sexual harassment, verbal abuse, etc.) that violate a person's human rights and disrupts a healthy work environment.

3. Compliance with Laws/Regulations and Business Policy

Members shall have clear understanding of domestic and foreign laws related to the Company's business activities as well as the Company's policy and other regulations and shall perform their duties accordingly.

3.1 Quality management and the protection of customer information

- 1) The Company has responsibility to meet the customers' demands with respect to quality, reliability and safety of its products and to supply products satisfying standards required by the relevant laws/regulations and contracts, and, in order to achieve this, Members shall comply with all requirements set by the Company's quality management system.
- 2) Members shall provide accurate information regarding a product's functions and risks to the customers, and shall not make any false or exaggerated advertisements.
- 3) Members whose duties involve handling of customers' personal information shall establish procedures and guidelines to protect such information in accordance with the relevant laws/regulations and the Company policy, and shall safeguard such personal information accordingly.

3.2 Preparation and disclosure of management information

- 1) Accounting practice shall strictly adhere to the generally

accepted accounting principles, related laws/regulations and the Company regulations to accurately record and maintain the accounting information. Accounting information of the Company shall not be distorted or concealed in any way.

- 2) All management information including financial information shall accurately reflect all relevant facts and details of business transactions to support the management in making business decisions.
- 3) The disclosure of management information to the external interested parties shall be made in a fair and transparent manner according to the relevant laws/regulations and the Company regulations.
- 4) Members shall not commit, or direct others to commit, any acts to distort management information (e.g. by falsifying, concealing, exaggerating, withholding, or delaying reports).

3.3 Fair trade and competition

- 1) Members shall have clear understanding of, and comply with, the laws related to fair trade and competition as well as the Company's fair trade voluntary compliance management regulation.
- 2) For matters that may be interpreted as violation of fair trade and competitions laws, Members must seek prior consultation of the legal team or business compliance team of the Company to handle such matters and Members shall not make any arbitrary decisions with regards to such matters.

3.4 Policies on safety, health, and environment

- 1) Members shall observe domestic and foreign laws/regulations and international treaties related to safety, health, and environment. Members shall strive to continuously make improvements in these domains.
- 2) Members shall adhere to safety regulations and foster a safe

working environment.

- 3) Members shall acknowledge the importance of environmental issues and actively seek to protect the environment.

3.5 Compliance with international anti-corruption conventions and related domestic and foreign laws

- 1) Members shall not improperly solicit any public officials in the course of their works in violation of the Improper Solicitation and Graft Act.
- 2) Members shall not offer, promise to offer, or express any intention to offer any financial or other advantages to any public officials in violation of the Improper Solicitation and Graft Act.
- 3) Members shall comply with international anti-corruption (including bribery and money laundering) conventions and domestic and foreign laws including OECD Anti-Bribery Convention, UN Convention against Corruption, U.S. Foreign Corrupt Practices Act, UK Bribery Act, and Act on Combating Bribery of Foreign Public Officials in International Business Transactions of Korea.
- 4) For matters that may be interpreted as violation of anti-corruption laws, Members must seek prior consultation of the legal team or ethics management department of the Company, and Members shall not make any arbitrary decisions with regards to such matters.

3.6 Policies on donation and sponsorship

The Company may make donations or offer sponsorships only to the extent permitted under the relevant laws/regulations and in the context of social norms and by obtaining official approval of the Company pursuant to the established Company procedures. In any event, donations and contributions for any political purposes are strictly prohibited.

4. Execution of these Guidelines

4.1 Responsibility

- 1) All Members are obligated to comply with the Code of Ethics and these Guidelines, and shall seek and follow interpretation of his/her leader or ethics management department of the Company for any matters that are questionable.
- 2) Leaders shall ensure that their members and other interested parties related to their work have a sufficient understanding of the Company's Code of Ethics and these Guidelines. Also, leaders shall diligently and responsibly observe the Code of Ethics and these Guidelines in their decision making and actions at all times to set standards for the conducts of other Members.

4.2 Reporting non-compliance and protection of whistleblower

- 1) Any Member who becomes aware of a violation of the Code of Ethics or these Guidelines shall immediately report such incident to his/her leader or to the ethics management department of the Company so that the Company can promptly make appropriate resolutions to protect itself and the Members from consequences of such violation.
- 2) Members shall not receive any disadvantage in any manner for reporting acts of violation or non-compliance.
- 3) "The Procedure for Ethics Counselling and the Management of Non-Compliance Report" shall govern the process of non-compliance or violation reports and any inquiries related to this matter can be made via the following channels:
 - Webpage: <http://ethics.sk.co.kr/advice/advice.aspx>
 - Email: ethics.skinnovation@sk.com
 - Phone: 080-020-6262
 - Fax: 080-020-6272

- Mail: Audit Office (person in charge of Ethics Management), SK innovation Co., Ltd., SK Building, 26 Jong-ro, Jongno-gu, Seoul, the Republic of Korea

Addenda (January 1, 2006)

1. Effective Date

These Guidelines shall come into force on January 1, 2006.

2. Punishment against non-compliance

Any violation of these Guidelines shall be treated in accordance with the Company regulations.

3. Interim measures

Any cases of non-compliance with these Guidelines including conflict of interest with the Company shall be reported to a senior officer or to the ethics department by February 28, 2006 and the Company shall not hold such Member responsible for his/her actions.

Addenda (October 24, 2016)

1. Date of enforcement

These Guidelines shall come into force on October 24, 2016.

Addenda (April 28, 2017)

1. Date of enforcement

These Guidelines shall come into force on April 28, 2017.

Addenda (June 1, 2019)

1. Date of enforcement

These Guidelines shall come into force on June 1, 2019.

【End】