



Registered No. 2020-0620

# CERTIFICATE



**ADMINISTRATIVE SCRIVENER'S OFFICE**

#1022 Lemeilleur Jongno Town,  
19, Jong-ro, Jongno-gu, Seoul, Korea

Verified True Copy

Kookmin Bank



Sign: \_\_\_\_\_

Name: Hur, Yin

Title: Representative Director

## ARTICLES OF INCORPORATION

Enacted as of October 31, 2001	Amended as of March 22, 2002	Amended as of March 21, 2003
Amended as of March 23, 2004	Amended as of March 24, 2006	Amended as of March 20, 2008
Amended as of September 29, 2008	Amended as of March 25, 2009	Amended as of March 25, 2010
Amended as of June 3, 2010	Amended as of January 27, 2011	Amended as of April 26, 2012
Amended as of March 26, 2015	Amended as of August 2, 2016	Amended as of March 23, 2017
Amended as of November 13, 2018	Amended as of July 24, 2019	

### CHAPTER I GENERAL PROVISIONS

#### Article 1 (Corporate Name)

The name of this bank shall be “*Chusik Hoesa Kookmin Bank*” (the “Bank”).



#### Article 2 (Objective)

The objective of the Bank shall be to engage in the following business activities:

- (1) The banking business as prescribed by the Bank Act;
- (2) The other business permitted by the Bank Act or other Korean laws; and
- (3) The innovative financial services (telecommunication business) designated pursuant to the Special Act to Foster Financial Innovation.

#### Article 3 (Financial Support)

- (1) Pursuant to Article 2 (1), the Bank shall make efforts to improve the financial status of citizens and small- and medium-sized companies of Korea by providing them with financial facilities.
- (2) The Won-denominated loans (including housing loans) provided to the citizens and small- and medium-sized companies of Korea pursuant to Paragraph (1) above shall not be less than 60/100 of the total amount of Won-denominated loans provided by the Bank.
- (3) The small- and medium-sized companies referred to in Paragraph (1) above shall be those defined under the Basic Act on Small and Medium Enterprises.

**Article 4 (Location of Head Office and Establishment of Branches)**

- (1) The Bank shall have its head office in Seoul.
- (2) The Bank may establish branches, liaison offices, representative offices or subsidiaries within or outside Korea, as it deems necessary.

**Article 5 (Method of Public Notices)**

- (1) Public notices of the Bank shall be made in the Seoul Shinmun and Dong-a Ilbo, daily newspapers published in Seoul. However, if the Seoul Shinmun or Dong-a Ilbo is not available due to circumstances beyond the Bank's control, the public notices of the Bank shall be made in Chosun Ilbo and/or Joong-ang Ilbo in such order of preference.
- (2) Notwithstanding the provisions of Paragraph (1) above, a public notice of the financial statements pursuant to Article 41 of the Bank Act may be made by posting an electronic copy of the financial statements on the Korea Federation of Banks website.



**CHAPTER II  
SHARES OF STOCK**

**Article 6 (Total Number of Authorized Shares)**

The total number of shares to be issued by the Bank shall be 1,000,000,000 shares.

**Article 7 (Par Value per Share)**

The par value per share to be issued by the Bank shall be five thousand (5,000) Won.

**Article 8 (Number of Shares Issued at the Time of Incorporation)**

The total number of shares issued at the time of incorporation of the Bank shall be 299,697,462 shares of common stock.

**Article 9 (Types of Shares and Share Certificates)**

- (1) The shares to be issued by the Bank shall be in registered form and the shares

shall be issued by resolution of the Board of Directors.

- (2) The Bank may issue common shares, shares with preferred dividend, non-voting shares, class shares with conversion rights (hereinafter“convertible shares”), class shares with redemption rights (hereinafter“redeemable shares”) and shares with combination of all or any of the above classes (the foregoing shares, except common shares, shall be referred to as “class shares”) in accordance with the terms of the Articles of Incorporation.
- (3) The share certificates of the Bank shall be issued in the following eight (8) denominations: one (1), five (5), ten (10), fifty (50), one hundred (100), five hundred (500), one thousand (1,000) and ten thousand (10,000) shares.
- (4) The Bank may split or consolidate share certificates at the request of shareholders.
- (5) The Bank shall not issue share certificates of whole or part of shares owned by a shareholder if such shareholder does not desire to receive share certificates corresponding to such shares.

#### **Article 10 (Number and Description of Non-Voting Shares with Preferred Dividend)**

- (1) Shares with preferred dividend to be issued by the Bank shall be non-voting, and the number thereof shall not exceed one quarter (1/4) of the total number of issued and outstanding shares.
- (2) The dividends on non-voting shares with preferred dividend shall be distributed pursuant to Article 53 hereof and shall be no less than one percent (1%) per annum of the par value and the rate thereof shall be determined by the Board of Directors at the time of issuance.
- (3) Non-voting shares with preferred dividend to be issued by the Bank may be participating or non- participating, and accumulating or non-accumulating by the resolution of the Board of Directors.
- (4) If a resolution not to distribute dividends on non-voting shares with preferred dividend is adopted, then the non-voting shares with preferred dividend shall be deemed to have voting rights from the next General Meeting of Shareholders immediately following the General Meeting of Shareholders at which such resolution not to distribute dividends on non-voting shares with preferred dividend is adopted, to the end of the General Meeting of the Shareholders at which a resolution to distribute dividends on such non-voting shares with preferred dividend is adopted.
- (5) In case the Bank issues new shares by rights offerings or bonus issue, then the type and content of new shares issued with respect to the non-voting shares with

preferred dividend shall be determined by the resolution of the Board of Directors.

- (6) Whether or not to specify the duration of non-voting shares with preferred dividend shall be determined by the resolution of the Board of Directors. If there is any duration of non-voting shares with preferred dividend, such duration shall be no less than 1 year and no more than 10 years from the date of issuance, and such period of duration shall be determined by the Board of Directors at the time of issuance. Non-voting shares with preferred dividend shall be converted into common shares upon the expiration of the duration period. However, if the holders of the non-voting shares with preferred dividend do not receive dividends entitled to them during the duration period, then the duration period shall be extended until such holders receive in full the dividends to which they are entitled. In such a case, Article 14 shall apply *mutatis mutandis* with respect to the distribution of dividends for new shares issued upon conversion.

#### **Article 10-2 (Convertible Shares)**

- (1) The Bank may, pursuant to a resolution of the Board of Directors, issue shares that are convertible into common shares or non-voting shares with preferred dividend at the request of shareholders, in an amount not exceeding 20% of the total number of issued and outstanding shares of the Bank.
- (2) The issue price of the new shares issued upon conversion shall be equal to the issue price of the convertible shares prior to conversion, and the number of shares to be issued upon conversion shall be equal to the number of common shares or class shares prior to conversion.
- (3) The conversion period shall be determined by a resolution of the Board of Directors and shall be a period that commences no earlier than 1 year, and ends no later than 10 years, from the issue date.
- (4) For the purpose of any distribution of dividends on the shares issued upon conversion, Article 14 hereof shall apply *mutatis mutandis*.

#### **Article 10-3 (Redeemable Shares)**

- (1) At the time of issuance of non-voting shares with preferred dividend, the Bank may, pursuant to a resolution of the Board of Directors, issue such non-voting shares with preferred dividend as redeemable shares that can be retired at the Bank's discretion using its profits in an amount not exceeding a quarter (1/4) of the total number of issued and outstanding shares of the Bank.
- (2) The redemption price shall be the "issue price + additional amount", where the additional amount shall be determined by a resolution of the Board of Directors at

the time of issuance of such redeemable shares, considering various factors such as the dividend rate, market condition and general circumstances related to the issuance of such redeemable shares.

- (3) The redemption period for the redeemable shares shall be a period falling between (x) the day following the close of the Ordinary General Meeting of Shareholders for the fiscal year in which the redeemable shares were issued and (y) one month after the close of the Ordinary General Meeting of Shareholders for the fiscal year in which the 20<sup>th</sup> anniversary of the issue date falls, as determined by a resolution of the Board of Directors; provided, however, that in the case of redeemable shares which are required to be redeemed by the Bank upon the expiration of the redemption period, to the extent that any of the conditions listed below have occurred and remain outstanding, the redemption period shall be extended until such conditions have been resolved:
  1. The holders of the redeemable shares did not receive the preferential dividends to which they are entitled.
  2. The Bank is unable to redeem the redeemable shares during the redemption period due to a lack of sufficient profits.
- (4) The Bank may redeem the redeemable shares in whole at once ~~or in part~~ in installments; provided that, if the Bank is redeeming the redeemable shares in part, the Bank may select the shares to be redeemed by lottery, or proportionally from each holder. Fractional shares resulting from proportional redemption shall not be redeemed.
- (5) If the Bank wishes to redeem the redeemable shares, the Bank shall provide public notice specifying its intention to redeem, the redeemable shares to be redeemed and a period of no less than one month during which holders will be required to present their share certificates to the Bank. The Bank must separately provide notice to the shareholders registered in the Bank's registry of shareholders and the registered pledgees. Upon the expiration of period mentioned above, the Bank shall mandatorily redeem the redeemable shares.

#### **Article 11 (Preemptive Rights)**

- (1) The shareholders of the Bank shall have pre-emptive rights to subscribe for new shares to be issued by the Bank in proportion to their respective shareholdings.
- (2) Notwithstanding the provision of Paragraph (1) above, the Bank may allocate new shares to persons other than existing shareholders of the Bank, in any of the following instances:

1. (Deleted)
  2. (Deleted)
  3. If the Bank preferentially allocates new shares to members of the Employee Stock Ownership Association under the relevant laws and regulations;
  4. (Deleted)
  5. If the Bank issues new shares for the issuance of depositary receipts (“DR”) under the relevant laws and regulations;
  6. If the Bank issues new shares for the purpose of soliciting foreign or domestic investment pursuant to the relevant laws, where such investment is deemed to be necessary for the management or operations of the Bank;
  7. If the Bank preferentially allocates new shares to a third party who has provided money, loan, advanced financial technology or know-how to the Bank, has close, cooperative business relations with the Bank or has contributed to the management of the Bank; or
  8. If the Bank issues new shares due to the capital contribution by the Korean government or the Korea Deposit Insurance Corporation.
- (3) In case of Paragraph (2) above, the Bank shall give a notice or provide the public notice to the shareholders with respect to the matters set forth below no later than two (2) weeks before the payment date of such shares:
1. Type and number of new shares;
  2. Issue price and payment date of new shares;
  3. Subscription method of new shares;
  4. With respect to contribution in kind, the name of the relevant contributor thereof, type, volume, value of target asset thereof, and type and number of shares to be granted in relation thereto; and
  5. Other matters provided under other laws.
- (4) In the case a shareholder waives or loses the pre-emptive right to subscribe new shares, those shares not subscribed due to such waiver or loss of the pre-emptive

right shall be disposed by a resolution of the Board of Directors. If fractional shares result from the allocation of new shares, such shares shall also be disposed of by a resolution of the Board of Directors.

**Article 12 (Limitation Applicable to the Issuance of New Shares, etc.)**

- (1) (Deleted)
- (2) The Bank may issue new shares for the purpose of soliciting foreign or domestic investment pursuant to the relevant laws, to the extent not exceeding 50/100 of the total number of issued and outstanding shares of the Bank, by a resolution of the Board of Directors, where such investment is deemed to be necessary for the management or operations of the Bank.
- (3) In case of issuance of new shares pursuant to Paragraph (2) above, the type and total number of shares to be issued and the issue price shall be determined by a resolution of the Board of Directors.

**Article 13 (Stock Options)**

(Deleted)



**Article 14 (Issuance Date of New Shares for the Purpose of Dividends)**

In case the Bank issues new shares through a rights offering, bonus issue, stock options and/or stock dividend, the new shares shall be deemed to have been issued at the end of the fiscal year immediately prior to the fiscal year during which the new shares are issued for the purpose of distribution of dividends for such new shares.

**Article 15 (Alterations to the Registry of Shareholders, etc.)**

The alterations in the registry of shareholders, registration of creation and cancellation of pledges over shares, indication of trust assets and cancellation thereof with respect to shares, issuance of share certificates, receipt of reports and other related activities shall be conducted as determined by the President.

**Article 16 (Report of Addresses, Names and Seals or Signatures of Shareholders and Others)**

- (1) Shareholders and registered pledgees shall file their names, addresses, and seals or signatures with the Bank.



- (2) Shareholders and registered pledgees who reside in a foreign country should report to the Bank appointed agents and the addresses in Korea to which notices are to be sent.
- (3) The same shall apply in case of any changes in the matters referred to in Paragraphs (1) and (2) above.

**Article 17 (Close of Shareholders' Registry and Record Date)**

- (1) The Bank shall suspend entries of alteration of the shareholders' registry from the 1<sup>st</sup> to the 31<sup>st</sup> of January of each year.
- (2) The shareholders registered in the shareholders' registry as of December 31 of each fiscal year shall be entitled to exercise the rights as shareholders at the Ordinary General Meeting of Shareholders convened for such fiscal year.
- (3) The Bank may, if necessary for convening of an Extraordinary General Meeting of Shareholders or any other necessary cases, suspend any entry into the shareholders' registry with respect to shareholders' rights for a period not exceeding three (3) months as determined by a resolution of the Board of Directors, or cause the shareholders whose names appear in the shareholders' registry on a record date set by a resolution of the Board of Directors to exercise their rights as shareholders. If the Board of Directors deems it necessary, the Bank may suspend any entry into the shareholders' registry and set the record date at the same time. The Bank shall give at least two (2) weeks prior notice to the public.

**CHAPTER III  
BONDS**

**Article 18 (Issuance of Bonds)**

- (1) The Bank may, pursuant to a resolution of the Board of Directors, issue bonds.
- (2) Notwithstanding Paragraph (1) above, the Board of Directors may delegate the Representative Director the authority to issue bonds in such amount and type as determined by the Board of Directors no later than one (1) year from the date of delegation.

**Article 19 (Issuance of Convertible Bonds)**

- (1) The Bank may issue to persons other than existing shareholders of the Bank convertible bonds, by the resolution of the Board of Directors, to the extent that the total face value of the bonds shall not exceed 2,500 billion Won.
- (2) The Board of Directors may determine that the convertible bonds referred to in Paragraph (1) may be issued on the condition that conversion rights will be attached to only a portion of the convertible bonds.
- (3) The shares to be issued upon conversion shall be common shares or non-voting shares with preferred dividend. The conversion price, which shall be equal to or more than the face value of the shares, shall be determined by the Board of Directors at the time of issuance of convertible bonds.
- (4) The conversion period shall commence on the date following three (3) months from the issue date of the convertible bonds and end on the date immediately preceding the redemption date thereof. However, the conversion period may be adjusted within the above period by a resolution of the Board of Directors.
- (5) For the purpose of any distribution of dividends on the shares issued upon conversion and any payment of accrued interest on the convertible bonds, Article 14 hereof shall apply *mutatis mutandis*.



**Article 19-2 (Bonds with Warrants)**

- (1) The Bank may issue to persons other than existing shareholders of the Bank bonds with warrants, by the resolution of the Board of Directors, to the extent that the total face value of the bonds shall not exceed 500 billion Won.
- (2) The amount of new shares which can be subscribed for by the holders of the bonds with warrants shall be determined by the Board of Directors to the extent that the maximum amount of such new shares shall not exceed the face value of the bonds with warrants.
- (3) The shares to be issued upon exercise of warrants shall be common shares or non-voting shares with preferred dividend. The issue price, which shall be equal to or more than the face value of the shares, shall be determined by the Board of Directors at the time of issuance of bonds with warrants.
- (4) The warrant exercise period shall commence on the date following three (3) months from the issue date of the relevant bonds and end on the date immediately preceding the redemption date thereof. However, the warrant period may be adjusted within the above period by resolution of the Board of Directors.
- (5) For the purpose of any distribution of dividends on the shares issued upon exercise of warrants, Article 14 hereof shall apply *mutatis mutandis*.

**Article 19-3 (Issuance of Contingent Convertible Bonds)**

- (1) The Bank may issue bonds by a resolution of the Board of Directors on the condition that in case any event as predetermined in accordance with objective and reasonable standards at the time of the issuance of the bonds occurs, the obligation to repay the bonds and pay the interests thereon shall be exempted (the “Contingent Convertible Bonds”).
- (2) The Bank may issue the Contingent Convertible Bonds in the preceding Paragraph to the extent the aggregate par value thereof does not exceed twenty trillion (20,000,000,000,000) Won by a resolution of the Board of Directors.
- (3) The Bank may issue the Contingent Convertible Bonds on the condition that if either one or both of the following conditions are satisfied, the obligations to repay the Contingent Convertible Bonds issued by the Bank and pay the interests thereon shall be reduced or exempted (the “debt restructuring”); provided, the Board of Directors may otherwise determine regarding the terms and conditions of the debt restructuring and the terms of the Contingent Convertible Bonds to be modified through the debt restructuring to the extent permissible under applicable laws and regulations such as the Bank Act at the time of the issuance of the Contingent Convertible Bonds:
  1. The Bank received a managerial improvement order from the Financial Services Commission pursuant to the Act on the Structural Improvement of the Financial Industry; or
  2. The Bank is designated as a poorly performing financial institution pursuant to the Act on the Structural Improvement of the Financial Industry.

**Article 19-4 (Electronic Registration of Rights to be Indicated in Bonds)**

The Bank shall, instead of issuing bonds, electronically register the rights that shall be indicated in bonds to the electronic registration account of the electronic registration agency; provided, however, any bonds that do not fall under the proviso to Article 25(1) of the Act on Electronic Registration of Stocks, Bonds, Etc. of Korea may not be required to be registered as prescribed above.

**Article 20 (Applicable Provisions for the Issuance of Bonds)**

The provisions of Articles 15 and 16 hereof shall be applicable to the issuance of bonds.

**CHAPTER IV  
GENERAL MEETINGS OF SHAREHOLDERS**

**Article 21 (Convening of General Meetings of Shareholders)**

- (1) General Meetings of Shareholders of the Bank shall be of two types: (i) Ordinary and (ii) Extraordinary.
- (2) The Ordinary General Meeting of Shareholders shall be held within three (3) months after the end of each fiscal year and the Extraordinary General Meeting of Shareholders may be convened whenever deemed to be necessary.

**Article 22 (Authority to Convene)**

- (1) The President shall convene the General Meeting of Shareholders in accordance with a resolution by the Board of Directors, unless otherwise prescribed by other laws and ordinances.
- (2) If the President is unable to perform his/her duties, Article 38 (2) shall apply *mutatis mutandis*.

**Article 23 (Personal or Public Notices for Convening)**

- (1) Written notice of the General Meeting of Shareholders of the Bank, which may take the form of an electronic document if the receiving shareholder consents, shall be sent to all shareholders at least two (2) weeks prior to the date set for such Meeting, and the notice shall state the date, time, and place of the Meeting and the purposes for which the Meeting has been called. The aforementioned notice period may be reduced if all shareholders agree to such reduction.
- (2) (Deleted)

**Article 24 (Place of Meeting)**

The General Meeting of Shareholders shall be held in the city where the head office is located or any other places adjacent thereto as required.

**Article 25 (Chairman of the General Meeting of Shareholders)**

- (1) The President shall be the Chairman of the General Meeting of Shareholders.
- (2) In the absence of the President, Article 38 (2) shall be applied.

**Article 26 (Chairman's Authority to Maintain Order)**

- (1) The Chairman of the General Meeting of Shareholders may order persons who purposely speak or act in a manner that disrupts or inhibits the deliberations of the General Meeting of Shareholders or who otherwise disturb the public order of the General Meeting of Shareholders to desist, retract his/her remarks, or to leave the place of meeting.
- (2) The Chairman of the General Meeting of Shareholders may restrict the length and frequency of the speech of shareholders if it is necessary for the orderly conduct of the General Meeting of Shareholders.

**Article 27 (Voting Rights)**

Each shareholder shall have one (1) vote for each share he/she owns.

**Article 28 (Limitation to Voting Rights of Cross-Held Shares) (Deleted)**

**Article 29 (Split Voting)**

- (1) If any shareholder who holds two (2) or more votes wishes to split his/her votes, he/she shall notify in writing the Bank of such intent and the reasons therefor no later than three (3) days before the date set for the General Meeting of Shareholders.
- (2) The Bank may refuse to allow the shareholder to split his/her votes unless the shareholder acquired the shares in trust or otherwise holds the shares for and on behalf of some other person.

**Article 30 (Voting by Proxy)**

- (1) A shareholder may designate another shareholder as a proxy to exercise his/her voting rights.
- (2) In the case of Paragraph (1) above, the proxy holder shall file with the Bank the documents (power of attorney) evidencing the authority to act as a proxy before the General Meeting of Shareholders.

**Article 31 (Exercise of Voting Right in Writing)**

- (1) If the method of written resolution at the General Meeting of Shareholders is adopted by the resolution of the Board of Directors, at which the convening of the General Meeting of Shareholders is determined, the shareholders may exercise their voting rights in writing without attending the meeting.
- (2) In case of Paragraph (1), the Bank shall send the documents and references necessary for exercise of voting rights, together with the convening notice.
- (3) If a shareholder intends to exercise his/her voting rights in writing, the shareholder shall fill in and submit to the Bank the documents referred to in Paragraph (2) one day before the date set for the General Meeting of Shareholders.

**Article 32 (Method of Resolution of the General Meeting of Shareholders)**

Except as otherwise provided in the applicable laws and regulations, all resolutions of the General Meeting of Shareholders shall be adopted by the affirmative vote of a majority of the shareholders present; provided that such votes shall, in any event, represent not less than one fourth (1/4) of the total number of issued and outstanding shares.

**Article 33 (Minutes of the General Meetings of Shareholders)**

The substance of the course of the proceedings of the General Meeting of Shareholders and the results thereof shall be recorded in the minutes and shall be preserved at the head office and branches of the Bank, after being affixed with the names and seal impressions or signatures of the Chairman and the Directors present.

**CHAPTER V  
OFFICERS AND BOARD OF DIRECTORS**

**Article 34 (Composition of Board of Directors)**

- (1) The Bank shall organize the Board of Directors in such a way that persons from various fields with appropriate experience and knowledge required for their performance of their duties as directors of a bank may be included thereon and so that issues of imbalance such as through composition by members holding a particular professional background in common or representing the interests of certain professions or groups may be avoided.
- (2) The Bank shall have not more than thirty (30) Directors.
- (3) The number of the Non-Executive Directors shall not be less than three (3) and

shall constitute a majority of the total number of Directors; provided that, if the number of Non-Executive Directors does not satisfy the requirement referred to herein due to the death or resignation of Non-Executive Directors or for any other reason, the Non-Executive Directors shall be elected to fill the vacancy at the first Meeting of Shareholders to be held after such occurrence so as to cause the number of Non-Executive Directors to meet such prescribed numerical requirements.

- (4) The Bank shall have one (1) President and several Executive Vice Presidents (“EVPs”) among the Directors.

**Article 34-2 (Qualification of Non-Executive Directors)**

- (1) A person falling under any of the following Items shall not qualify for a Non-Executive Director of the Bank, and if a person falls under any of the following Items after being appointed as a Non-Executive Director, such person shall be forfeited of his/her Non-Executive Director status:
1. A person who falls under any of the items in Article 5, Paragraph (1) of the Act on Corporate Governance of Financial Companies;
  2. A person who falls under any of the items in Article 6, Paragraph (1) of the Act on Corporate Governance of Financial Companies;
  3. A person who serves as a non-executive director of any other company.
- (2) The Bank shall appoint a non-executive director who has expertise and knowledge by considering the following;
1. Whether he or she is sufficiently well-informed or experienced in a related field, including finance, economics, management, accounting, law, etc. as required for his or her performance of duty as non-executive director of the Bank;
  2. Whether he or she may fairly perform his or her duties as non-executive director of the Bank for the benefit of the entire shareholder and financial consumer body without being bound by particular interests;
  3. Whether he or she has a sense of morals and responsibility appropriate to the conduct of his or her duty as non-executive director; and
  4. Whether he or she is able to put in sufficient time and efforts to fully perform his or her duties as non-executive director of a bank.

**Article 35 (Election of Director)**

- (1) Directors shall be elected at the General Meeting of Shareholders. Non-Executive Directors shall be those who are recommended by the Non-Executive Director Nomination Committee.
- (2) A resolution for the election of the Directors shall be adopted by the affirmative vote of a majority of the shareholders present; provided that such votes shall, in any event, represent not less than one fourth (1/4) of the total number of issued and outstanding shares.

**Article 36 (Term of Director)**

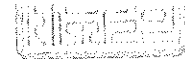
- (1) The term of office for a Director shall be decided by the General Meeting of Shareholders, and it shall not exceed 3 years.
- (2) Notwithstanding Paragraph (1) above, the term of office for a Non-Executive Director shall be 2 years, and in the case of reappointment, 1 year; provided, that the General Meeting of Shareholders may determine such term of office differently to the extent that such term of office does not exceed 2 years (or in the case of reappointment, 1 year).
- (3) In the event that the term of office for a Director set forth in Paragraphs (1) and (2) above expires after the end of a fiscal year but before the Ordinary General Meeting of Shareholders convened in respect of such fiscal year, the term of office for the Director shall be extended up until the close of such General Meeting of Shareholders.
- (4) Unless otherwise prescribed by the General Meeting of Shareholders, each Director's term of office shall commence from the date of his/her appointment.
- (5) No Non-Executive Director shall be permitted to serve for more than 5 years consecutively; provided, that the foregoing shall not apply in case his/her term is extended pursuant to Paragraph (3) above.
- (6) A Non-Executive Director shall be deemed as holding his/her such position consecutively if he/she is reappointed within 2 years of the end of his/her prior term as a Non-Executive Director.
- (7) For the purpose of calculating the term of office for a Non-Executive Director under Paragraph (5) above, the time when he/she served as a Non-Executive Director of a subsidiary of the Bank, the bank holding company which is the parent of the Bank, and a subsidiary of the bank holding company shall be counted toward his/her term of office at the Bank (but only in so far as he/she was appointed as the Non-Executive Director of the Bank within 2 years of



completing his/her term of office at such other entity). The time when he/she served as a Non-Executive Director of a company which is not an affiliate of the Bank shall be excluded from calculating his/her terms of office at the Bank.

**Article 37 (Appointment of President and Chairman of Board of Directors, et al.)**

- (1) The Bank shall appoint one (1) President by the resolution of the General Meeting of Shareholders.
- (2) The Board of Directors shall appoint the chairman of the Board of Directors among its Non-Executive Directors each year, as determined by the Board of Directors.
- (3) Notwithstanding Paragraph (2) above, if the Board of Directors appoints a person who is not a Non-Executive Director as the chairman of the Board of Directors, the Board of Directors shall appoint a representative representing the Non-Executive Directors (i.e., the Senior Non-Executive Director).



**Article 38 (Duties of Directors)**

- (1) The President shall represent the Bank and shall oversee the business operation of the Bank.
- (2) The EVPs and Executive Directors shall assist the President and perform their respective duties as may be delegated to them by the Board of Directors. In the absence of the President, the EVPs and Executive Directors shall take his/her place as the President in accordance with their order of priority as determined by the Board of Directors.

**Article 39 (Non-Executive Director's Obligation to Perform Duties Faithfully)**

Non-Executive Directors shall attend the meeting of the Board of Directors at the specified date and shall perform their respective duties faithfully. During his/her service period and after his/her retirement, Non-Executive Directors shall not disclose trade secrets of the Bank obtained in the course of his/her performance of duties.

**Article 40 (Director's Duty to Report)**

If any Director finds any facts which may cause substantial losses to the Bank, such Director shall promptly report to the Audit Committee thereof.

**Article 41 (Composition and Convening of the Meeting of Board of Directors)**

(1) The Board of Directors shall consist of Directors, and shall resolve each of the following matters:

1. matters relating to business objectives and performance evaluation;
2. matters relating to amendments of the Articles of Incorporation;
3. matters relating to budget and accounting including salaries of directors and employees;
4. matters relating to major organizational changes such as dissolution, business transfer and merger;
5. matters relating to internal control standards as prescribed by the applicable laws and regulations and matters relating to establishment, amendment and revocation of risk management standards;
6. matters regarding establishment of corporate governance policies such as succession of management by Chief Executive Officer;
7. matters regarding supervision of conflict of interest between large shareholders or officers, etc. and the Bank; and
8. other matters determined by the "Regulations of the Board of Directors" regarding the General Meeting of Shareholders, management in general, organizations and officers, financing, capital, etc.

(2) The Meeting of the Board of Directors shall be convened by giving notice to each Director at least three (3) days prior to the scheduled date of such Meeting. However, the above period may be shortened in urgent cases and the said procedures may be omitted in urgent cases or with the consent thereon of all Directors.

(3) The Meeting of the Board of Directors shall be convened at least once per fiscal quarter.

(4) The Bank shall report the results of management for each quarter to the Ordinary Meeting of the Board of Directors.

(5) The Bank shall have a Management Executive Committee to carry out the matters delegated by the Board of Directors, and matters regarding the operation of the Management Executive Committee shall be determined by the Board of Directors.

(6) The President is authorized to determine matters regarding the appointment or dismissal of executives, and the establishment, movement or removal of branch.

(7) Detailed matters regarding the operation of the Board of Directors shall be determined by the resolution of the Board of Directors.

**Article 42 (Method of Resolution)**

- (1) The quorum for the Board of Directors shall be the presence of at least more than one half (1/2) of the Directors unless any resolution quorum is otherwise prescribed by the applicable laws and regulations, and all resolutions of the Board of Directors shall require the affirmative votes of a majority of the Directors present at the meeting of the Board of Directors; provided that amendment of the Articles of Incorporation and other matters requiring the resolution of General Meeting of Shareholders shall be adopted by the affirmative vote of a majority of the Directors in office.
- (2) The Board meetings may be held by means of an audio conference that can simultaneously transmit and receive sound, whereby all or part of the Directors may participate in the meeting and vote on matters at the same time. In such case, a Director participating in the meeting by such arrangement shall be considered present at the meeting.
- (3) Any Director who has an interest in the matters to be resolved at the Meeting of the Board of Directors shall not be entitled to vote at such Meeting.



**Article 43 (Minutes of the Meeting of Board of Directors)**

- (1) The proceedings of a Board meeting shall be recorded in the minutes.
- (2) The agenda, proceedings, resolutions, dissenting director (if any) and his/her reasons for dissenting of a Board meeting shall be recorded in the minutes on which the names and seals of the Directors present at the meeting shall be affixed.

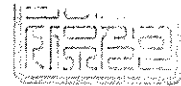
**Article 44 (Committees)**

- (1) The Bank may establish the following committee(s) under the Board of Directors, as determined by the Board of Directors, for efficient operation of the Board of Directors and effective management of the Bank, and may establish temporary committees when necessary.
  1. Audit Committee;
  2. Risk Management Committee;
  3. Evaluation and Compensation Committee;
  4. Non-Executive Director Nomination Committee; or
  5. Committee on Recommending Candidates for Audit Committee Members ; or
  6. Committee on Recommending Candidates for the President.

- (2) The Committee on Recommending Candidates for the President under Paragraph (1), Item 6 shall evaluate and recommend candidates for the President who are selected by KB Financial Group's Committee on Recommending Candidates for the Representative Director of its Affiliates.
- (3) Matters regarding the composition, power, operation, etc. of each committee shall be determined by the resolution of the Board of Directors.
- (4) Articles 41 (2), 42 and 43 shall apply *mutatis mutandis* with respect to the committees.

**Article 45 (Remuneration and Severance Allowance for Directors and Audit Committees)**

- (1) The remuneration for the Directors shall be determined by a resolution of the General Meeting of Shareholders.
- (2) The payment of severance pay for the Directors shall be in accordance with the "Regulations on Retirement Allowances for Directors", which has been approved at the General Meeting of Shareholders.



**CHAPTER VI  
AUDIT COMMITTEE**

**Article 46 (Constitution of Audit Committee)**

- (1) The Bank shall establish an Audit Committee consisting of three or more members, instead of an Auditor.
- (2) The Audit Committee of the Bank shall consist of Directors, who are recommended by the Committee on Recommending Candidates for Audit Committee Members. The one or more members of the Audit Committee who are Non-Executive Director shall be elected separately from the election of other directors.
- (3) Not less than one of the members of the Audit Committee shall be a professional in accounting or financial affairs pursuant to the Act on Corporate Governance of Financial Companies.
- (4) Two-thirds (2/3) of the members of the Audit Committee shall be elected from the Non-Executive Directors. One or more directors who are not Non-Executive Director, called "Standing Audit Committee Member", can be on the Audit

Committee. Standing Audit Committee Member shall be qualified under the Act on Corporate Governance of Financial Companies.

- (5) The Chairman of the Audit Committee shall be elected among the Non-Executive Directors by a resolution of the Audit Committee.
- (6) If the number of members of the Audit Committee does not satisfy the requirement referred to Paragraphs (1), (3) and (4) due to the death or resignation of members or any other reason, the members shall be elected to fill the vacancy at the first General Meeting of Shareholders to be held after such occurrence so as to cause the number of members to be such prescribed number.

**Article 47 (Duties of Audit Committee)**

- (1) The Audit Committee shall audit Directors' performance of their duties and may request business reports from any Director, or investigate the business and status of property of the Bank.
- (2) The Audit Committee may, if necessary, request to call the Meeting of the Board of Directors by submitting, in writing, a purpose and reason for such meeting to a person authorized to convene the Meeting of the Board of Directors. The Audit Committee may convene the Meeting of the Board of Directors in the event a person authorized to convene the Meeting of the Board of Directors fails to convene such meeting without delay, notwithstanding the above request.
- (3) The Chairman of the Audit Committee shall inspect the matters listed in the agenda of, and documents submitted to, a General Meeting of Shareholders and the Chairman of the Audit Committee shall express his/her opinion whether there exists any event violating the laws or these Articles of Incorporation.
- (4) The Audit Committee may request the Board of Directors to convene the Extraordinary General Meeting of Shareholders by submitting documents stating the agenda and reasons for convening such meeting.
- (5) The Audit Committee may request business reports from any subsidiary of the Bank when it is necessary to perform its duties. In this case, if such subsidiary does not report to the Audit Committee immediately or the Audit Committee needs to verify the contents of the reports, it may investigate the status of business and the financial condition of the subsidiary.
- (6) The Audit Committee shall appoint an external auditor.
- (7) In addition to the matters referred to in Paragraphs (1) through (6), the Audit Committee shall carry out the matters delegated by the Board of Directors.

**Article 48 (Audit Committee's Record)**

The Audit Committee shall record the substance and results of its audit in the Audit Committee's record, on which the name and seal of the Audit Committee(s) who has performed such audit shall be affixed or shall be signed by such Audit Committee.

**CHAPTER VII  
ACCOUNTING**

**Article 49 (Fiscal Year)**

The fiscal year of the Bank shall begin on January 1 and end on December 31 of each year.

**Article 50 (Preparation and Maintenance of Financial Statements and Business Report)**

- (1) The President shall prepare the following documents to be submitted to the Ordinary General Meeting of Shareholders, together with supplementary data and business reports, and have such documents audited by the Audit Committee no later than six (6) weeks before the date of the Ordinary General Meeting of Shareholders:
1. balance sheet (statement of financial positions as prescribed by Article 2 of the Act on the External Audit of Stock Companies);
  2. statements of profit and loss;
  3. statement of appropriation of retained earnings or statement of disposition of deficit;
  4. statement of changes in equity;
  5. statement of cash flow; and
  6. annotations;
  7. Consolidated Financial Statements;
  8. Other documents which record the Bank's financial condition and business performance as set forth by the relevant laws.
- (2) The Audit Committee shall submit an audit report to the President within 4 weeks from the date of receiving the documents listed in Paragraph (1) above.
- (3) The President shall keep on file copies of the documents described in Paragraph (1) above, together with the business report and Audit Committee's audit report thereon, at the head office of the Bank for five (5) years, and certified copies of all of such documents at the branches of the Bank for three

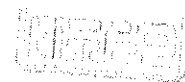
(3) years, beginning from one (1) week before the date of the Ordinary General Meeting of Shareholders.

- (4) Immediately upon obtaining approval for the documents mentioned in Paragraph (1) above from the General Meeting of Shareholders, the President shall make a public notice of the balance sheet (i.e., the statement of financial positions as prescribed by Article 2 of the Act on the External Audit of Stock Companies) and the opinion of an external auditor.

#### **Article 51 (Disposal of Profits)**

The Bank shall dispose of the unappropriated retained earnings as of the end of each fiscal year as follows:

1. earned surplus reserves;
2. other statutory reserves;
3. dividends;
4. temporary reserves; and
5. other appropriations of earned surplus.



#### **Article 52 (Retirement of Shares)**

The Bank may retire the shares only pursuant to the provisions on capital reduction as determined in the relevant laws; *provided*, that it shall not apply to the case where the Bank retires treasury stocks held by the Bank by resolution of the Board of Directors

#### **Article 53 (Dividends)**

- (1) Dividends may be distributed in cash or stock.
- (2) In case the dividends are to be distributed in stock and the Bank has class shares, the stock dividend distribution may be made in the shares of same classes, respectively, by a resolution of the General Meeting of Shareholders
- (3) Dividends of Paragraph (1) above shall be paid to the shareholders registered in the Bank's registry of shareholders or the registered pledgees as of the last day of each fiscal year.
- (4) The Bank may distribute interim dividends in cash to the shareholders once during each fiscal year on a certain day determined by a resolution of the Board of Directors under the relevant laws and regulations including the Korean Commercial Code.

- (5) In case the Bank issues new shares through a rights offering, bonus issue, stock options and/or stock dividend prior to each end of the months referred to in Paragraph four (4), the new shares shall be deemed to have been issued at the end of the fiscal year immediately prior to the fiscal year during which the new shares are issued with respect to distribution of interim dividends for such new shares.

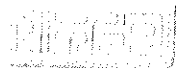
**Article 54 (Expiration of Right to Payment of Dividends)**

- (1) The right to demand payment of dividends shall extinguish by prescription if not exercised within five (5) years.
- (2) The dividends, for which the right has been extinguished under Paragraph (1) above, shall be kept by the Bank.

**ADDENDUM**

**Article 1 (Effective Date) (October 31, 2001)**

These Articles of Incorporation shall become effective from October 31, 2001.



**Article 2 (Succession of Property, Rights and Obligations)**

- (1) The Bank shall generally assume any and all properties, rights and obligations under the public and private laws held by the former Kookmin Bank and former H&CB (hereinafter, both banks shall be referred to as the "Dissolving Banks").
- (2) Any and all acts conducted by the Articles of Incorporation of the Dissolving Banks shall be deemed as done so by these Articles of Incorporation.

**Article 3 (Appointment of Directors)**

- (1) The initial directors at the time of incorporation of the Bank shall be appointed at the General Meeting of Shareholders of the Dissolving Banks approving the merger and in accordance with the merger agreement between the Dissolving Banks.
- (2) In case of Paragraph (1), notwithstanding the provisions of Article 36, the term of office of the Non-Executive Directors and Standing Members of Audit Committee shall commence from the date of registration of merger and end on the closing of the first Ordinary General Meeting of Shareholders to be held after



the enforcement of these Articles of Incorporation.

**Article 4 (Employment)**

Employees of the Dissolving Banks shall be deemed to be employed by the Bank on the merger date. With respect to the matters to be determined based on the employment date, the employment date shall commence from the date of the beginning of service for the Dissolving Bank.

**Article 5 (Fiscal Year)**

- (1) The Bank shall assume and continue to conduct the business of the Dissolving Banks.
- (2) The 1<sup>st</sup> fiscal year of the Bank shall include the business period of the Dissolving Banks of 2001.

**ADDENDUM (March 22, 2002)**

**Article 1 (The date of enforcement)**

This Article of incorporation will take effect on and after March 22<sup>nd</sup> of 2002(2002/3/22).



**ADDENDUM (March 21, 2003)**

**Article 1 (The date of enforcement)**

This Article of incorporation will take effect on and after March 21<sup>st</sup> of 2003(2003/3/21).

**ADDENDUM (March 23, 2004)**

**Article 1 (The date of enforcement)**

This Article of incorporation will take effect on and after March 23<sup>rd</sup> of 2004(2004/3/23).

**ADDENDA (March 24, 2006)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation shall enter into force on March 24, 2006.

**Article 2 (Interim Measures)**

Notwithstanding the revised Article 36, the term of office for Non-Executive Directors re-elected at the first Meeting of Shareholders held after the enforcement of the Article shall be 1, 2 or 3 years.

**ADDENDUM (March 20, 2008)**

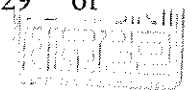
**Article 1 (The date of enforcement)**

This Article of incorporation will take effect on and after March 20<sup>th</sup> of 2008(2008/3/20).

**ADDENDUM (September 29, 2008)**

**Article 1 (The date of enforcement)**

This Article of incorporation will take effect on and after September 29<sup>th</sup> of 2008(2008/9/29).



**ADDENDUM (March 25, 2009)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after March 25<sup>th</sup> of 2009 (March 25, 2009).

**Article 2 (Interim Measures)**

The deleted provisions of Article 13 shall not affect the conditions of stock options as being granted as of the date of amendments to these Articles of Incorporation.

**ADDENDUM (March 25, 2010)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after March 25<sup>th</sup> of 2010 (March 25, 2010).

**Article 2 (Interim Measures)**

For the purpose of calculating the total term of office for a Non-Executive Director appointed after the effective date of these Articles of Incorporation pursuant to Article 36, Paragraph (5), the time during which the Non-Executive Director held the relevant position(s) before the effective date of these Articles of Incorporation shall also be counted when applying Article 36, Paragraphs (6) and (7).

**ADDENDUM (January 27, 2011)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after January 27<sup>th</sup> of 2011 (January 27, 2011).

**ADDENDUM (April 26, 2012)**

**Article 1 (Effective Date)**

These Articles of Incorporation shall become effective from April 26, 2012. Therefore, the amendments to the Articles of Incorporation shall not apply to any bonds issued before the effective date of the Articles of Incorporation.

**ADDENDUM (March 26, 2015)**

**Article 1 (Effective Date)**

These Articles of Incorporation shall become effective from March 26, 2015. Therefore, the amendments to the Articles of Incorporation shall not apply to any bonds issued before the effective date of the Articles of Incorporation.

**ADDENDUM (August 2, 2016)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after August 2<sup>nd</sup> of 2016 (August 2, 2016).

**ADDENDUM (March 23, 2017)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after March 23 of 2017.

**ADDENDUM (November 13, 2018)**

**Article 1 (The date of enforcement)**

These Articles of Incorporation will take effect on and after November 13 of 2018.

**ADDENDUM (July 24, 2019)**

These Articles of Incorporation will take effect on and after July 24 of 2019; provided, however, any amendment under Article 19-4 shall be effective from the effective date of the Act on Electronic Registration of Stocks, Bonds, Etc. of Korea (scheduled to be effective as of September 16, 2019).

