

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NEOIMMUNETECH, INC.
(a Delaware corporation)**

The present name of the corporation is “NeoImmuneTech, Inc.” The original certificate of incorporation of the corporation was filed with the Secretary of State of the State of Delaware on June 1, 2018. This Fourth Amended and Restated Certificate of Incorporation of the Corporation (as defined below), which both restates and further amends the provisions of the corporation’s certificate of incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. The certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST. The name of the corporation is NeoImmuneTech, Inc. (the “**Corporation**”).

SECOND. The address of the Corporation’s registered office in the State of Delaware is 919 North Market Street, Suite 950, City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is Incorp Services, Inc.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as the same exists or may hereafter be amended, the “**DGCL**”).

FOURTH. Classes of Stock.

(a) General. The Company is authorized to issue two (2) classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock”. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000), divided into (i) thirty five million (35,000,000) shares, par value \$0.0001 per share, of Common Stock (“**Common Stock**”); (ii) fifteen million (15,000,000) shares, par value \$0.0001 per share, of Preferred Stock (“**Preferred Stock**” and together with Common Stock, “**Stock**”) with (x) ten million (10,000,000) shares authorized and designated as a series named “**Series 1 Preferred Stock**” and (y) five million (5,000,000) shares authorized and designated as a series named “**Series 2 Preferred Stock**”.

(b) Common Stock. The powers (including voting powers), if any, preferences and relative, participating, optional, special and other rights, if any, and the qualifications, limitations and restrictions, if any, of Common Stock are as follows:

- (1) Dividends. Subject to the applicable laws of the State of Delaware, the rights, if any, of the holders of Preferred Stock then outstanding, and the applicable provisions of this Fourth Amended and Restated Certificate of Incorporation of the Corporation (as the same may be amended or amended and restated, this “**Certificate of Incorporation**”), dividends may be declared and paid on Common Stock at such times

and in such amounts as the Board of Directors of the Corporation (the “**Board**”) in its discretion shall determine.

- (2) Voting Rights. Except as may otherwise be provided in this Certificate of Incorporation or by applicable law, each holder of Common Stock, as such, shall be entitled to one (1) vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.
- (3) Liquidation Rights. Subject to applicable law and the rights, if any, of the holders of Preferred Stock then outstanding, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them. A merger or consolidation of the Corporation with or into any other corporation or other entity, a conversion of the Corporation or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation, dissolution or winding up of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (3).

(c) Series 1 Preferred Stock. The powers (including voting powers), if any, preferences and relative, participating, optional, special or other rights, if any, and the qualifications, limitations and restrictions, if any, of Series 1 Preferred Stock are as follows:

- (1) Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Incorporation) the holders of Series 1 Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series 1 Preferred Stock in an amount as determined by resolution of the Board in its sole discretion, which amount may be in cash and equal to the sum of (i) the Original Issue Price of such share of Series 1 Preferred Stock *plus* a return at the rate of between 1% and 10% per year (which such annual rate shall be fixed by resolution of the Board at the time of issuance of such share of Series 1 Preferred Stock) compounded annually and (ii) all declared but unpaid dividends (if any) on the shares of Series 1 Preferred Stock.
- (2) Voting Rights. Except as may otherwise be provided in this Certificate of Incorporation, each holder of Series 1 Preferred Stock shall not have the right to vote. If the holders of Series 1 Preferred Stock are entitled to vote on a matter, then, except as otherwise provided by the provisions of this Certificate of Incorporation, the holders of

Series 1 Preferred Stock shall vote together with the holders of Common Stock as a single class on an as-converted to Common Stock basis.

(3) Liquidation Rights. Subject to applicable law, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series 1 Preferred Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders, an amount equal to the greater of (i) the sum of the Original Issue Price *plus* any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series 1 Preferred Stock then outstanding been converted into shares of Common Stock in accordance with the provisions of this Certificate of Incorporation immediately prior to such voluntary or involuntary liquidation, dissolution or winding up. A merger or consolidation of the Corporation with or into any other corporation or other entity, or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation, dissolution or winding up of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (3). The “Original Issue Price” shall mean, with respect to Series 1 Preferred Stock, the initial purchase price for the shares of Series 1 Preferred Stock issued by the Corporation subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to Series 1 Preferred Stock.

(d) Series 2 Preferred Stock. The powers (including voting powers), if any, preferences and relative, participating, optional, special or other rights, if any, and the qualifications, limitations and restrictions, if any, of Series 2 Preferred Stock are as follows:

(1) Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate of Incorporation) the holders of Series 2 Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series 2 Preferred Stock in an amount as determined by resolution of the Board in its sole discretion, which amount may be in cash and equal to the sum of (i) the Original Issue Price of such share of Series 2 Preferred Stock *plus* a return at the rate of between 1% and 10% per year (which such annual rate shall be fixed by resolution of the Board at the time of issuance of such share of Series 2 Preferred Stock) compounded annually and (ii) all declared but unpaid dividends (if any) on the shares of Series 2 Preferred Stock, but in any case at least equal to, in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series 2 Preferred Stock as would equal the product of (A) the dividend payable on each share of

such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series 2 Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend.

(2) Voting Rights. Except as may otherwise be provided in this Certificate of Incorporation, each holder of Series 2 Preferred Stock shall not have the right to vote. If the holders of Series 2 Preferred Stock are entitled to vote on a matter, then, except as otherwise provided by the provisions of this Certificate of Incorporation, the holders of Convertible Preferred Stock shall vote together with the holders of Common Stock as a single class on an as-converted to Common Stock basis.

(3) Liquidation Rights. Subject to applicable law, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series 2 Preferred Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders, an amount equal to the greater of (i) the sum of the Original Issue Price *plus* any dividends declared but unpaid thereon, or (ii) such amount per share as would have been payable had all shares of Series 2 Preferred Stock then outstanding been converted into shares of Common Stock in accordance with the provisions of this Certificate of Incorporation immediately prior to such voluntary or involuntary liquidation, dissolution or winding up. A merger or consolidation of the Corporation with or into any other corporation or other entity, or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation, dissolution or winding up of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (3). The “Original Issue Price” shall mean, with respect to Series 2 Preferred Stock, the initial purchase price for the shares of Series 2 Preferred Stock issued by the Corporation subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to Series 2 Preferred Stock.

(4) Conversion Rights.

(A) Subject to paragraph (c), a holder of the shares of Series 2 Preferred Stock shall have the right, at such holder’s option, to convert any of such shares of Series 2 Preferred Stock into shares of Common Stock (“**Conversion**”) during the Conversion Request Period. Before any holder of Series 2 Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to Section 4(A), such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for Series 2 Preferred Stock, and shall give written notice by mail, e-mail,

postage prepaid, or by facsimile, confirmed by mail, to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Convertible Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of share(s) of Series 2 Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. All shares of Series 2 Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate at the time of conversion. The Corporation shall at all times when any shares of Series 2 Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of Series 2 Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series 2 Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series 2 Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to the Certificate of Incorporation.

(B) Each share of Series 2 Preferred Stock shall be converted into one (1) fully paid and nonassessable share of Common Stock (the “**Conversion Rate**”) subject to appropriate adjustment in the event of any stock dividend, stock split, combination, bonus issues, issuance of bonds with warrants and convertible bonds or other similar recapitalization with respect to Series 2 Preferred Stock and/or Common Stock.

(C) The Board, in its sole discretion, shall determine the period during which the Conversion may be requested by the holders of the shares of Series 2 Preferred Stock (the “**Conversion Request Period**”). Notwithstanding anything to the contrary, the Conversion Request Period shall not exceed ten (10) years from the issuance of the applicable shares of Series 2 Preferred Stock. In the event any declared dividends on Series 2 Preferred Stock remain outstanding and unpaid to

the holder of the shares of Series 2 Preferred Stock as of the last day of the Conversion Request Period, the Conversion Request Period shall be extended until such dividends have been fully paid to such holder of the shares of Series 2 Preferred Stock.

(D) Subject to the applicable provisions of this Certificate of Incorporation and the bylaws of the Corporation, as soon as practicable after the conversion of any shares of Series 2 Preferred Stock into Common Stock and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for such shares of Series 2 Preferred Stock, the Corporation shall pay any declared but unpaid dividends on such shares of Series 2 Preferred Stock converted.

(e) Rights to Purchase New Shares. If and for so long as any of the shares of Stock of the Corporation or depository receipts representing shares of Stock of the Corporation (“**DRs**”) are listed on the Korea Exchange (the “**KRX**”), each Pro Rata Holder (as defined below) shall, subject to the provisions of this paragraph (e), have the right to purchase its pro rata share of the shares of Stock (or securities convertible or exchangeable into shares of Stock) which the Corporation may from time to time issue (“**New Shares**”); provided, however, that shares of Stock to be issued in connection with any stock split, stock dividend, conversion, subdivision, exchange, reclassification, recapitalization or otherwise and allocated to each holder of record of shares of Stock on a pro rata basis shall not be deemed to be “**New Shares**” and shall not be subject to the provisions of this paragraph (e). The pro rata share of the New Shares which each Pro Rata Holder shall be entitled to purchase shall be the fraction as determined by dividing (i) the number of shares of Stock held by such Pro Rata Holder (on an as-converted to Common Stock basis (if applicable)) by (ii) the number of shares of Stock (on an as-converted to Common Stock basis) held by all Pro Rata Holders, in each case, as of the record date fixed by the Board for such determination, or if no record date for such determination has been fixed by the Board, as of the date on which a Notice of Issuance (as defined below) has been given by the Corporation with respect to such New Shares (the “**Pro Rata Determination Date**”). “**Pro Rata Holder**” means each holder of record of shares of Stock as of the applicable Pro Rata Determination Date.

(1) The Corporation shall give written notice of any scheduled issuance or sale of New Shares (“**Notice of Issuance**”) to each Pro Rata Holder at least fifteen (15) business days before the scheduled issuance or sale dates for the issuance or sale of New Shares. The Notice of Issuance shall specify the major terms of the scheduled issuance or sale such as expected per-share sales price, etc.

(2) For the period of fifteen (15) business days following the giving of the Notice of Issuance (the “**Exercise Period**”), each Pro Rata Holder shall have the right to exercise its right to purchase its pro rata share of the New Shares referenced in the Notice of Issuance by giving written notice of such exercise to the Corporation within the Exercise Period.

(3) If a Pro Rata Holder fails to exercise or waives its right to purchase in whole or in part under this paragraph (e), the Corporation may complete any scheduled issuance or sale of shares of New Shares for which Pro Rata Holders did not exercise such rights on the terms not more disadvantageous to the Corporation than those specified in the Notice of Issuance (excluding the case where the number of New Shares scheduled to be issued or sold is decreased by the Corporation) to such person or persons as the Board may deem appropriate; provided, that such issuance or sale shall be completed within sixty (60) days from the end of the Exercise Period. If the Corporation fails to issue or sell such New Shares during such period, the Corporation shall follow again the procedures specified in this paragraph (e).

(4) Notwithstanding the above provisions of this paragraph (e), the Corporation may issue or sell New Shares in the following instances without complying with paragraphs (e)(1) through (e)(3) above, as determined by resolution of the Board:

(A) New Shares issued or sold by means of a general public offering to the extent not exceeding fifty percent (50%) of the total issued and outstanding shares of Stock;

(B) New Shares issued or sold as a result of the exercise of rights, options or warrants;

(C) New Shares issued or sold for the purpose of attaining managerial objective such as introduction of new technology or improvement of the Corporation's financial structure to the extent not exceeding twenty percent (20%) of the total number of issued and outstanding shares of Stock;

(D) New Shares issued or sold in relation to any subscription of such New Shares by the underwriters or the depositary, as the case may be, in connection with the listing of the DRs on the KRX;

(E) New Shares issued or sold for the issuance of DRs;
or;

(F) New Shares issued or sold to (i) financial institutions domiciled in the US, Korea or other jurisdictions, (ii) institutional investors from the US, Korea or other jurisdictions, (iii) companies in a business or strategic alliance relationship, (iv) joint venture companies, (v) funds, including private equity funds, from the US, Korea or other countries or (vi) other entities with similar nature as those specified in (i) through (v) as determined by the Board to the extent not exceeding twenty percent (20%) of the total number of issued and outstanding shares of Stock.

FIFTH. Board of Directors.

(a) Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board. Subject to the applicable laws of the State of Delaware the total number of directors constituting the entire Board shall be not less than three (3) and not more than ten (10), with the then authorized number of directors being fixed from time to time by resolution of the Board. Directors need not be stockholders.

(b) Classified Board. The Board shall be divided into three (3) classes, as nearly equal in number as possible, designated as Class I, Class II and Class III. Class I directors shall initially serve until the 2020 annual meeting of stockholders; Class II directors shall initially serve until the 2021 annual meeting of stockholders; and Class III directors shall initially serve until the 2022 annual meeting of stockholders. Commencing with the annual meeting of stockholders in 2020, directors of each class the term of which shall then expire shall be elected to hold office for a three (3) year term and until the election and qualification of their respective successors in office, subject to such directors' earlier death, resignation, disqualification or removal. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned by resolution of the Board as nearly equal as possible.

(c) Removal of Directors. Unless a greater vote is required by applicable Delaware law, any director or the entire Board may be removed, with or without cause and solely by the affirmative vote of a Supermajority of Stockholders (as defined below). For purposes of this Certificate of Incorporation, a “**Supermajority of Stockholders**” means the holders of at least sixty-six and two-thirds percent (66 2/3%) in voting power of the stockholders of the Corporation entitled to vote present in person or by proxy at a meeting of stockholders at which a quorum is present; provided, however, that notwithstanding the foregoing, and to the fullest extent permitted by Delaware law, if, and for so long as, any of the shares of capital stock of the Corporation or DRs are listed on the KRX, “Supermajority of Stockholders” shall mean the holders of at least (i) sixty-six and two-thirds percent (66 2/3%) in voting power of the stockholders of the Corporation entitled to vote present in person or by proxy at a meeting of stockholders at which a quorum is present and (ii) thirty-three and one-third percent (33 1/3%) of the total number of issued and outstanding shares of capital stock of the Corporation entitled to vote.

(d) Vacancies. Newly created directorships resulting from an increase in the authorized number of directors or any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of the holders of at least a majority in voting power of the stockholders of the Corporation entitled to vote present in person or by proxy at a meeting of stockholders at which a quorum is present. Any director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced and until his or her successor shall be elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.

(e) Independent Outside Director(s). The Corporation may have independent outside directors on the Board, provided, that if and for so long as any of the shares of capital stock of the Corporation or DRs are listed on the KRX, the Corporation shall have at least two (2) independent outside directors on the Board and the number of outside directors shall be not less than one-fourth (1/4) of the total number of directors. Any person falling under any of the following subparagraphs shall be prohibited from becoming an independent outside

director of the Corporation and shall no longer qualify as an independent outside director and shall cease to be a director when he or she is found to fall under any of the following subparagraphs after appointment as an independent outside director:

- (1) a person who is a director, an officer or an employee (referring to a person who is regularly engaged in the Corporation's business, and hereinafter the same shall apply) of the Corporation or its affiliate or worked as a director, an officer, a statutory auditor or an employee for the Corporation or its affiliate within the preceding two (2) years;
- (2) if the Corporation's largest stockholder is an individual, such stockholder and his/her spouse and lineal ascendants and descendants;
- (3) if the Corporation's largest stockholder is a company, a director, a statutory auditor, an officer or an employee of such company;
- (4) a spouse, lineal ascendants or descendants of a director, a statutory auditor or an officer of the Corporation;
- (5) a director, a statutory auditor, an officer or an employee of a subsidiary of the Corporation;
- (6) a director, a statutory auditor, an officer or an employee of a company that is in an important business relationship with the Corporation; or
- (7) a director, a statutory auditor, an officer or an employee of a company in which the director, officer or employee of the Corporation works as a director or an officer.

(f) No Written Ballot. Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH. *[Intentionally left blank.]*

SEVENTH. Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of

itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) Any indemnification under Article SEVENTH of this Certificate of Incorporation (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Article SEVENTH of this Certificate of Incorporation. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (i) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iv) by the Stockholders.

(c) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article SEVENTH.

(d) The indemnification and advancement of expenses provided by, or granted pursuant to, the other paragraphs of this Article SEVENTH of this Certificate of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of Stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(e) For purposes of this Article SEVENTH, references to "**the Corporation**" shall include, in addition to the resulting or surviving corporation, any other constituent corporation (including any constituent of a constituent) that is not the resulting or surviving corporation in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article SEVENTH with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(f) For purposes of this Article SEVENTH, references to "**other enterprises**" shall include employee benefit plans; references to "**finances**" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "**servicing at the request of the Corporation**" shall include any service as

a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “**not opposed to the best interests of the Corporation**” as referred to in this Article SEVENTH.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article SEVENTH shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH. In addition to any affirmative vote required by the applicable laws of the State of Delaware and/or this Certificate of Incorporation, if and for so long as any of the shares of capital stock of the Corporation or DRs are listed on the KRX, the affirmative vote of a Supermajority of Stockholders shall be required to authorize:

(a) Any bylaw that is to be made, altered, amended or repealed by the stockholders of the Corporation;

(b) Any amendment to this Certificate of Incorporation including, without limitation, any reclassification of shares by subdividing or combining the outstanding shares of any class or series of capital stock into a greater or lesser number of outstanding shares of capital stock;

(c) Any removal of the independent statutory auditor of the Corporation (the “**Statutory Auditor**”);

(d) Any removal of a director as provided in paragraph (c) of Article FIFTH;

(e) Any agreement of merger providing for the merger of the Corporation with or into any other entity, including, without limitation, the merger of the Corporation with or into a single direct or indirect wholly-owned subsidiary of the Corporation as contemplated by Section 251(g) of the General Corporation Law of the State of Delaware;

(f) Any sale, lease or exchange of all or substantially all of the Corporation’s property and assets, including its goodwill and its corporate franchises, provided, that for purposes of this paragraph (f) only, the property and assets of the Corporation include the property and assets of any subsidiary of the Corporation, provided, further, that for purposes of this paragraph (f) only, “subsidiary” means any entity wholly-owned and controlled, directly or indirectly by the Corporation and includes, without limitation, corporations, partnerships, limited partnerships, limited liability partnerships, limited liability companies, and/or statutory trusts;

(g) Any spin-off of the Corporation;

(h) Any repurchase or redemption of shares of capital stock of the Corporation or DRs (including the acquisition period therefor), other than (i) shares of capital stock of the Corporation or DRs issued in accordance with any stock option or equity plan of the Corporation or the relevant agreement as to treasury shares (which such shares shall not be retired upon repurchase or redemption), or (ii) shares of capital stock of the Corporation or DRs (directly or indirectly) acquired through the KRX (if and for so long as any shares of capital stock of the Corporation or DRs are listed on the KRX), out of amounts legally available therefor.

(i) Any reduction in the capital of the Corporation or any retirement of issued but not outstanding shares of capital stock of the Corporation (including the class and the total number of shares of capital stock of the Corporation to be retired and the total value of the shares to be retired);

(j) The voluntary dissolution of the Corporation;

(k) Any issuance by the Corporation of bonds or debentures entitling the holder thereof to acquire shares of capital stock of the Corporation (“**Equity-Linked Corporate Bonds**”) to non-stockholders of the Corporation unless such Equity-Linked Corporate Bonds are issued (i) by the authorization of the Board in the following instances: (1) in a public offering conducted in accordance with the laws, rules and regulations for shares or DRs listed on the KRX; (2) to financial or strategic investors, institutional investors, companies in a business alliance relationship, joint venture companies, restructuring fund or other entities with similar nature as determined by the Board; or (3) any third party for the managerial purpose such as introduction of new technology or the improvement of the Corporation’s financial structure; in each of the cases stipulated in (1) through (3), to the extent the aggregate issue amount does not exceed \$200,000,000.00 (on the basis of issuance), or (ii) after compliance with paragraphs (d)(1) through (3) of Article FOURTH of this Certificate of Incorporation; and

(l) Acquisition of the whole business of another company or acquisition of a part of another company’s business that has material effect on the business of the Corporation.

In addition to any affirmative vote required by the applicable laws of the State of Delaware and/or the Certificate of Incorporation, the affirmative vote of the holders of at least a majority in voting power of the stockholders of the Corporation entitled to vote present in person or by proxy at a meeting of stockholders at which a quorum is present shall, if and for so long as any shares of capital stock of the Corporation or DRs are listed on the KRX, be required for the Corporation to: (1) fix the ceiling amount of compensation for directors (including severance pay, if any); (2) appoint the Statutory Auditor; (3) approve the audited financial statements of the Corporation; (4) fix the ceiling amount of remuneration for the Statutory Auditor (including retirement benefits, if any); and (5) declare and pay a dividend on shares of the Corporation’s capital stock (other than a spin-off of the Corporation, which shall instead be governed by paragraph (g) above).

NINTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may

be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation are granted subject to the rights reserved in this Article NINTH.

TENTH. If and for so long as any of the shares of capital stock of the Corporation or DRs are listed on the KRX, appraisal rights under Section 262 of the General Corporation Law of the State of Delaware shall be available for the shares of any class or series of stock of the Corporation as a result of (i) any merger or consolidation in which the Corporation is a constituent corporation, (ii) the sale of all or substantially all of the assets of the Corporation (for purposes of this Article TENTH, the property and assets of the Corporation include the property and assets of any subsidiary of the Corporation, and/or (iii) any amendment (including by amendment, merger, consolidation or otherwise) to this Certificate of Incorporation which shall have the effect of reducing, limiting or restricting the availability of appraisal rights for the shares of any class or series of stock of the Corporation, and, in each case, the provisions of Section 262 of the General Corporation Law of the State of Delaware, including those set forth in subsections (d), (e) and (g) of Section 262 of the General Corporation Law of the State of Delaware, shall apply as nearly as is practicable.

ELEVENTH. The Board shall not have the power to adopt, amend or repeal the Bylaws of the Corporation.

[Signature Page Follows]