

Power of Attorney for Proxy Voting

I, the undersigned (the “Shareholder” or “I”), hereby delegate the authority to exercise the voting rights attached to the shares of SM ENTERTAINMENT CO., Ltd. (the “Company”) that I hold (such voting rights, the “Voting Rights”) in the manner indicated below at the 28th Annual General Meeting of Shareholders of the Company (including any adjourned, resumed, or continued meetings) (the “AGM”) scheduled to be held on March 31, 2023, to the proxy solicitor designated by Company among 이선경 and 조재훈 (the “Attorney”).

1. Shareholder Number: _____

2. Number of Shares Held: _____ Shares

3. Number of Shares with Voting Rights Held: _____ Shares

4. Number of Shares with Voting Rights to be Delegated: _____ Shares

5. Voting For or Against the Agenda at the AGM

Agenda		For	Against
1 st Agenda	Approval of the 28 th Fiscal Year Financial Statements (Dividend: KRW 1,200 per share)		
2 nd Agenda	Amendments to the Articles of Incorporation		
Agenda No. 2-1	Amendments to the Articles of Incorporation to improve Articles (BOD*’s proposal)		
Agenda No. 2-2	Addition of Article 24-2 (BOD’s proposal and 이수만’s Shareholder proposal)		
Agenda No. 2-3	Addition of Clause 5 to Article 30 (BOD’s proposal and 이수만’s Shareholder proposal)		
Agenda No. 2-4	Amendment to Article 34-2 (BOD’s proposal and 이수만’s Shareholder proposal)		
Agenda No. 2-5	Amendment to Article 38 ※ Agenda No. 2-5-1 and Agenda No. 2-5-2 are alternative and incompatible to each other (only one agenda should be voted for). In case one agenda is approved, the other shall be automatically dismissed.		
Agenda No. 2-5-1	Separation of the CEO and the Chairman of BOD, convening procedure for BOD, and the composition principles of BOD (BOD’s proposal)		
Agenda No. 2-5-2	Separation of the CEO and the Chairman of BOD, convening procedure for BOD, and the composition principles of BOD (이수만’s Shareholder proposal)		
Agenda No. 2-6	Addition of Article 38-2 ※ Agenda No. 2-6-1 and Agenda No. 2-6-2 are alternative and incompatible to each other (only one agenda should be voted for). In case one agenda is approved, the other shall be automatically dismissed.		
Agenda No. 2-6-1	Establishment and Composition of Board Committees (BOD’s proposal)		

	Agenda No. 2-6-2	Establishment and Composition of Board Committees (이수만's Shareholder proposal)		
	Agenda No. 2-7	Addition of Article 38-3 (BOD's proposal and 이수만's Shareholder proposal)		
3 rd Agenda		Appointment of Inside Director		
	Agenda No. 3-1	Appointment of Inside Director, 장철혁 (BOD's proposal)		
	Agenda No. 3-2	Appointment of Inside Director, 김지원 (BOD's proposal)		
	Agenda No. 3-3	Appointment of Inside Director, 최정민 (BOD's proposal)		
	Agenda No. 3-4	Appointment of Inside Director, 이재상 (이수만's Shareholder proposal)		
	Agenda No. 3-5	Appointment of Inside Director, 정진수 (이수만's Shareholder proposal)		
	Agenda No. 3-6	Appointment of Inside Director, 이진화 (이수만's Shareholder proposal)		
4 th Agenda		Appointment of Outside Director		
	Agenda No. 4-1	Appointment of Outside Director, 김규식 (BOD's proposal)		
	Agenda No. 4-2	Appointment of Outside Director, 김태희 (BOD's proposal)		
	Agenda No. 4-3	Appointment of Outside Director, 문정빈 (BOD's proposal)		
	Agenda No. 4-4	Appointment of Outside Director, 민경환 (BOD's proposal)		
	Agenda No. 4-5	Appointment of Outside Director, 이승민 (BOD's proposal)		
	Agenda No. 4-6	Appointment of Outside Director, 조성문 (BOD's proposal)		
	Agenda No. 4-7	Appointment of Outside Director, 강남규 (이수만's Shareholder proposal)		
	Agenda No. 4-8	Appointment of Outside Director, 홍순만 (이수만's Shareholder proposal)		
	Agenda No. 4-9	Appointment of Outside Director, 임대웅 (이수만's Shareholder proposal)		
5 th Agenda		Appointment of Part-time(Non-executive) Director		
	Agenda No. 5-1	Appointment of Part-time(Non-executive) Director, 이창환 (BOD's proposal)		
	Agenda No. 5-2	Appointment of Part-time(Non-executive) Director, 장윤중 (BOD's proposal)		
	Agenda No. 5-3	Appointment of Part-time(Non-executive) Director, 박병무 (이수만's Shareholder proposal)		
6 th Agenda		Appointment of Part-time Auditor, 최규담 (이수만's Shareholder proposal)		

7 th Agenda	Approval of Limit of Remuneration for Director (KRW 6 Billion)		
8 th Agenda	Approval of Limit of Remuneration for Auditor (KRW 200 Million)		

*BOD: Board of Directors

6. Delegation of the Voting Rights for Agenda(s) which has not been duly notified in advance or has subsequently been amended or otherwise changed.

- In case any agenda(s) which has not been duly notified in advance or has subsequently been amended or otherwise changed is/are submitted at the AGM, I, hereby delegate the Voting Rights to Attorney, so that Attorney shall exercise Voting Rights reasonably in line with the intent of the Shareholder as indicated under Paragraph 5 above.
- Provided, as for the Agenda specified below, Attorney shall exercise the Voting Rights in accordance with the instructions below, unless otherwise instructed by the Shareholder, before the AGM.

Agenda(s)	Shareholder's Instructions

Shareholder's Name: _____ (Signature/Seal)
Resident (or Corporate) Registration Number: _____
Date and Time of Delegation: _____, 2023 / _____ [AM/PM]