

MAGNACHIP SEMICONDUCTOR CORPORATION

CHARTER OF THE ESG STEERING COMMITTEE

Purpose and Responsibilities

The ESG Steering Committee (the “Committee”) of Magnachip Semiconductor Corporation (together with its direct and indirect subsidiaries, the “Company”) has been established by the Chief Executive Officer of the Company (the “CEO”) under the authority and direction of the Audit Committee (the “Audit Committee”) of the Board of Directors of the Company (the “Board”) in order to engage in activities to further the role of the Audit Committee in its oversight of the Company’s corporate objectives, goals, strategies and initiatives relating to, and attending risks associated with, environmental, social and governance (“ESG”) matters, including corporate social responsibility, sustainability, public policy and other related matters (“ESG Matters”).

More specifically, the Committee’s primary responsibilities include:

- Establishing the general strategies with respect to ESG Matters under the supervision of the Audit Committee;
- Developing, implementing and monitoring initiatives, policies, procedures, goals and practices that conform to such strategies and best practices;
- Monitoring and assessing developments relating to, and improving the Company’s understanding of, ESG Matters;
- Managing communications with employees, investors and other stakeholders with respect to ESG Matters under the supervision of the CEO and in coordination with Human Resources, Investor Relations and other functions that are primarily responsible for relationships with such stakeholders;
- Monitoring stockholder proposals and other significant stakeholder concerns relating to ESG Matters in coordination with Investor Relations, Legal and other functions that are primarily responsible for such matters;
- Assisting and coordinating with other internal functions and outside consultants, as applicable, to develop and drive timely and relevant disclosures of ESG Matters and to update the same as needed; and
- Otherwise assisting the Audit Committee in fulfilling its duty to assist the Board’s oversight responsibilities with respect to the Company’s ESG Matters.

Composition

The Committee will be comprised of at least one (1) member from each relevant functional area, who is of a sufficiently senior level and is able to solicit resources within his or her functional area for added expertise on specific issues.

The CEO will appoint an executive or other senior employee of the Company to be the chair of the Committee (the “Committee Chair”). The Committee Chair will recommend to the CEO, and the CEO will appoint, the members of the Committee. The CEO may, from time to time, replace the Committee Chair or add/remove Committee members.

The Committee Chair will be responsible for (i) determining the specific direction and actions to be executed in fulfilling the Committee’s responsibilities, (ii) ensuring that each such responsibility is addressed, followed and completed in a timely manner, (iii) coordinating with each relevant functional area the tasks assigned to such functional area, and (iv) setting the agenda for Committee meetings. Subject to the CEO’s approval, the Committee Chair may appoint certain members of the Committee to act as the “control tower” of the Committee (the “ESG Team”), whose duties will be to assist the Committee Chair in executing his or her responsibilities.

The Committee Chair may delegate certain responsibilities to one or more members of the Committee (including establishing one or more task forces) that will be charged with carrying out the day-to-day tasks and responsibilities relating to ESG Matters. Subject to the Committee Chair’s approval, Committee members may identify and establish short-term subcommittees for specific ESG topics.

The Committee Chair shall have the authority to retain outside advisors as it deems necessary to carry out its responsibilities.

Meetings

The Committee is a long-term commitment, as it is the intention of the Board, the Audit Committee and the Company’s management to build and integrate ESG management as a process rather than a project.

In furtherance of the foregoing:

- The Committee will meet regularly throughout the year, with the meetings being called by the CEO or the Committee Chair;
- The Committee may request any executive or employee of the Company, outside legal counsel, the external auditor or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members or consultants to the Committee; and
- One or more members of the Committee may be requested to attend a meeting of the Audit Committee or the Board.

Reporting

The CEO and the Committee Chair will provide an update to the Audit Committee (or the Board) regularly on the status of the Company's ESG Matters and the actions taken by the Committee.

- **Internal Reporting** — The Committee will report directly to the CEO (and such other members of senior management as the CEO may from time to time designate) on a regular basis, which report shall include a summary of its proceedings and actions. Subcommittee chairs or leaders will report to the Committee Chair.
- **Board Interface** — Upon the request of the CEO or the Chair of the Audit Committee, the Committee Chair or another delegate of the Committee will provide an oral or written report on ESG Matters to the Audit Committee (or the Board).