

# **CORPORATE GOVERNANCE GUIDELINES**

**OF**

**AMKOR TECHNOLOGY, INC.**

**(As of November 14, 2018)**

The Board of Directors (the “Board”) of Amkor Technology, Inc. (“Amkor” or the “Company”) has adopted these corporate governance guidelines (the “Guidelines”) to assist the Board in serving the best interests of the Company and its stockholders and in the exercise of its fiduciary duty and corporate responsibilities. These Guidelines are intended to serve as a flexible structure within which the Board may operate. The Guidelines are not legally binding obligations of the Board and are subject to amendment, suspension or repeal in the Board’s best judgment and in the exercise of its fiduciary duties or as required by applicable law or regulation.

These Guidelines shall be posted on the Company’s web site at [www.amkor.com](http://www.amkor.com).

## **THE ROLE OF THE BOARD OF DIRECTORS**

It is the primary duty of the Board to oversee and act as an advisor to the Chief Executive Officer and other senior management in the competent and ethical operation of the Company, and to act, using the Board’s reasonable business judgment, in the best interests of the Company and its stockholders. The Board’s responsibilities shall include but not be limited to (1) an annual review of the Company’s long-term strategic plans and the challenges in executing these plans, (2) overseeing and monitoring the Company’s risk management process, and (3) a review and, where appropriate, approval of: the Company’s major financial objectives, plans and actions, major changes to the Company’s Code of Business Conduct and Ethical Guidelines, committee charters, insider trading policy and other Company policies, any actions that would result in a material change in the Company’s business, and the acquisition or disposition of any business or assets material to the Company. The Board shall also conduct periodic reviews on succession planning.

Each director is expected to expend the time and effort necessary to properly discharge his or her duties. Effective directors maintain an attitude of constructive skepticism and careful review, ask probing questions of management, and endeavor to take the necessary steps to understand material decisions by management that they are asked to review.

The Board is committed to staying current on and monitoring best corporate governance practices and ensuring that the Company’s business is conducted in adherence to the highest standards of ethical conduct and in conformity with applicable laws and regulations.

## **DIRECTOR QUALIFICATIONS**

The Board shall have a majority of directors who meet the independence requirements of the listing standards of the NASDAQ Stock Market. The Board, upon recommendation from the Nominating and Governance Committee, shall annually review the relationship each Board

member has with the Company and make a determination of each Board member's independent status. Such determination shall be disclosed in the Company's annual proxy statement to stockholders.

Directors will be nominated by the Nominating and Governance Committee of the Board, in accordance with the charter and principles of that committee. The Nominating and Governance Committee is responsible for reviewing with the Board the appropriate skills and characteristics required of Board members as well as the composition of the Board as a whole. This assessment includes consideration of the diversity and needs of the Board, as well as consideration of an individual director's skills, age, service on the board of directors of other companies, leadership capabilities, and prior experience in such areas as technology, finance, marketing and manufacturing.

The Board periodically reviews the appropriateness of its size as permitted by the Company's bylaws. The Board would consider expanding its size to accommodate outstanding candidates. The Nominating and Governance Committee considers candidates to fill new positions created by expansion of the Board and vacancies that occur by resignation, retirement or for any other reason.

The Board, through the Nominating and Governance Committee, will have the opportunity to review the appropriateness of the continued service of directors who change their position or responsibility that they held when they were elected to the Board. Each Board member must ensure that other existing and anticipated future commitments do not materially interfere with the member's service as a director.

## **STOCK OWNERSHIP GUIDELINES**

Non-employee Board members are expected to own shares of the Company's Common Stock equal in value to five times their annual cash retainer. The following equity holdings qualify towards satisfaction of the ownership requirement: shares of Common Stock; vested restricted stock and restricted stock units; and shares subject to vested and unexercised stock options. Directors shall have five years from the date on which they joined the Board or the adoption of these Guidelines (whichever is later) to achieve this ownership threshold. For purposes of this section, stock ownership shall be measured using the greater of (x) the purchase price of the shares acquired by a director at the time of purchase or (y) the then current fair market value of the shares. Each non-employee Board member shall retain 50% of the net after-tax shares of Common Stock acquired or retained by such non-employee Board member upon the exercise of options or the vesting of restricted stock awards until such non-employee Board member satisfies the ownership guidelines described above.

The executive officers, including the Chief Executive Officer, are expected to own shares of the Company's Common Stock equal in value to a multiple of the executive's salary or a specified number of shares, whichever is less. The Chief Executive Officer is expected to hold the lesser of 100% of his/her annual base salary or 100,000 shares. Each other executive officer of the Company is expected to hold the lesser of 50% of his/her annual base salary or 50,000 shares. The following equity holdings qualify towards satisfaction of the ownership requirement: shares of

Common Stock; vested restricted stock and restricted stock units; and shares subject to vested and unexercised stock options. Executive officers shall have five years from the date on which they were appointed as an executive officer or the adoption of these Guidelines (whichever is later) to achieve this ownership threshold. For purposes of this section, stock ownership shall be measured using the greater of (x) the purchase price of the shares acquired by an executive officer at the time of purchase or (y) the then current fair market value of the shares.

## **TERM LIMITS**

The Board believes that term limits are on balance not the best way to maximize the effectiveness of the Board. While term limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company. As an alternative to term limits, the Nominating and Governance Committee reviews the appropriateness of each Board member's continued service annually.

## **SERVICE ON OTHER PUBLIC COMPANY BOARDS**

Without the approval of the Nominating and Governance Committee, Directors may not: (i) serve on more than five (5) public company boards of directors (including Amkor); or (ii) serve on more than three (3) audit committees of public company boards of directors (including Amkor).

## **CHANGE IN DIRECTOR JOB OR POSITION**

An individual director shall offer to tender his resignation upon a significant change in principal job or position, or other similarly significant change in professional occupation or association. It is not the view of the Board that in every instance a director, whose job or position changes, should necessarily leave the Board. Rather, the Nominating and Governance Committee should have an opportunity to consider and evaluate the potential impact (if any) on such director's continued service on the Board.

## **MEETING AGENDAS**

The Chairman of the Board, in conjunction with the Chief Executive Officer of the Company and the Lead Independent Director, will establish the agenda for each Board meeting. The Secretary will distribute the agenda to each Board member in advance of each meeting to provide sufficient time for each Board member to prepare for each meeting. Board members may suggest topics for inclusion on the meeting agenda and raise appropriate subjects that are not on the agenda for that meeting. Information and data that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors prior to the meeting, so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials.

## **EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS**

The Board's independent directors shall regularly hold executive sessions.

## **SELECTION OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD**

The Board will select a Chairman of the Board and a Vice Chairman of the Board in accordance with the Company's bylaws.

## **LEAD INDEPENDENT DIRECTOR.**

At any time the Chairman of the Board is not an independent director, the Board shall have an independent director designated as the Lead Independent Director, who is responsible for coordinating the activities of the other independent directors and to perform various other duties. The Lead Independent Director shall be designated in accordance with the Company's bylaws. The general authority and responsibilities of the Lead Independent Director are as follows:

- preside at all meetings of the Board at which the Chairman and Vice Chairman are not present;
- coordinate, develop the agenda for and lead executive sessions of the Board's independent directors;
- serve as liaison between the Chairman and the Board's independent directors;
- provide the Chairman of the Board with input as to the agendas and schedules for Board and committee meetings;
- advise the Chairman of the Board as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties (although Company management is responsible for the preparation of materials for the Board, the Lead Independent Director may specifically request the inclusion of certain material);
- be available to consult with significant stockholders, when appropriate;
- be available to consult with the Chief Executive Officer regarding the concerns of the other directors;
- be available to consult with any of the senior executives of the Company regarding any concerns the executive might have; and

- interview, along with the chair of the Nominating and Governance Committee, all Board candidates, and make recommendations to the Nominating and Governance Committee and the Board.

## **COMMUNICATIONS WITH INVESTORS AND THE PRESS**

The Board believes that management speaks for the Company. Individual Board members may occasionally meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would generally exercise reasonable efforts to communicate with outside parties with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management.

## **BOARD COMMITTEES**

The Board has established three (3) standing committees: a Nominating and Governance Committee, Audit Committee and Compensation Committee. Each member of these committees shall meet the independence requirements of the listing standards of the NASDAQ Stock Market, as well as the other membership criteria specified in the respective charters for these committees. Audit Committee members and Compensation Committee members shall meet the heightened criteria for committee membership and the independence requirements of the listing standards of the NASDAQ Stock Market and the Securities and Exchange Commission (“SEC”). Committee members will be appointed by the Board upon recommendation by the Nominating and Governance Committee. There will, from time to time, be occasions on which the Board may want to rotate committee members, but the Board does not believe that a formal policy of rotation is mandated.

Each committee shall have its own charter. The charter will set forth the principles, policies, objectives and responsibilities of the committees in addition to the qualifications for committee membership, procedures for committee member nomination and removal, committee organization and functioning, and how the committee will communicate with the Board.

The chairman of each committee will, in consultation with the appropriate committee members and management and in accordance with such committee’s charter, determine the frequency of committee meetings and develop the committee’s agenda. The schedule for each committee will be furnished to the full Board.

The Board may, from time to time, form new committees as it deems appropriate.

## **BOARD ACCESS TO INDEPENDENT ADVISORS**

The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as they may deem necessary, without consulting with or obtaining advance approval from any officer of the Company.

## **MEETING SCHEDULE; DIRECTOR ATTENDANCE**

At the beginning of each fiscal year the Board will, to the extent foreseeable and practicable, set a schedule of meetings for the year. The Board shall hold at least four (4) regularly scheduled meetings per year. Board members are expected to attend all Board and applicable committee meetings and the Company's annual meeting of stockholders. Board members are expected to expend the time needed and to meet as often as necessary to properly discharge their obligations.

## **DIRECTOR ACCESS TO MANAGEMENT AND EMPLOYEES**

The Board has complete access to all Company officers and employees, and directors are encouraged to regularly interface with management. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the Chief Executive Officer or other Company officer. Directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company, and copy the Chief Executive Officer with any written communications, to the extent not inappropriate.

The Board welcomes the attendance of senior officers at each Board meeting and encourages presentations by managers who can provide additional insight into meeting agenda items.

## **DIRECTOR COMPENSATION**

The form and amount of director compensation will be determined by the Board based upon recommendations from the Compensation Committee. It is appropriate for the Compensation Committee and Board to consider the director compensation of other comparable U.S. companies in establishing director compensation.

## **CHIEF EXECUTIVE EVALUATION**

The Compensation Committee is responsible for setting annual and long-term performance goals for the Chief Executive Officer. The Committee will conduct an annual performance review of the Chief Executive Officer and provide a report on its evaluation to the Board. The Board will review the Compensation Committee's report to ensure that the Chief Executive Officer is providing the best leadership for the Company from a short, intermediate and long-term perspective.

## **BOARD AND COMMITTEE EVALUATION**

The Nominating and Governance Committee will oversee the Board and each committee in a self-evaluation process. This review shall include an assessment of those areas in which the Board and committees believe they can make a better contribution to the governance of the Company and improve their service as directors, their compliance with the principles set forth in these Guidelines and other applicable codes of conducts, as well as a review of the committee structure. The Nominating and Governance Committee will then report and make recommendations to the Board, which will consider and act upon the Nominating and Governance Committee's recommendations.

## **MANAGEMENT SUCCESSION**

The Board should confer with management on and periodically review the Company's succession plans. The entire Board will nominate and evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should make available his or her recommendation for potential successors, together with the reasons for such recommendation and any suggested strategy or development plans for that person.

## **NEW DIRECTOR ORIENTATION AND CONTINUING DIRECTOR EDUCATION**

The Company shall provide new directors with an orientation that provides them with information on, among other things, the Company's business, operations, strategic plans, financial and accounting policies, internal controls, Code of Business Conduct and Ethical Guidelines, the Director Code of Ethics, management, internal and independent auditors, SEC reporting obligations, insider trading policies, and procedures for working with the Company's compliance officer to ensure accurate and timely compliance with applicable laws and regulations. The Board shall also regularly receive briefings on topics that will assist the Board in discharging its duties, including effective corporate governance practices and special risks and opportunities to the Company. Each director is also encouraged to periodically participate in, at the Company's expense, continuing education programs appropriate for corporate directors. The Nominating and Governance Committee shall periodically monitor the Company's new director orientation program to ensure its adequacy, completeness and compliance with applicable laws and regulations and assess the overall educational needs of the Board and its members.