

8 May 2023

Dear NAVER shareholders:

First of all, thank you for your support at NAVER's 24th general shareholders' meeting. We appreciate your overwhelming approval of each of the resolutions submitted for vote, including the reappointment of Mr. Byun Dae-gyu as Chairperson of the Board of Directors. An engineer, founder and respected entrepreneur, Mr. Byun has played a key role in anchoring NAVER through two management transitions. We look forward to his continued guidance and leadership during these times of global economic volatility.

This is my first letter to our trusted shareholders since having assumed the position of CEO, which opportunity I would like to take to highlight an important topic – our commitment to corporate governance. Although the disclosure regarding the elements of our governance is already comprehensive, we wanted to put into perspective a helpful summary with additional context in which to more fully appreciate its quality.

Just as the evolution of our business and our position as an Internet leader are truly unique, we believe that strong corporate governance also sets us apart.

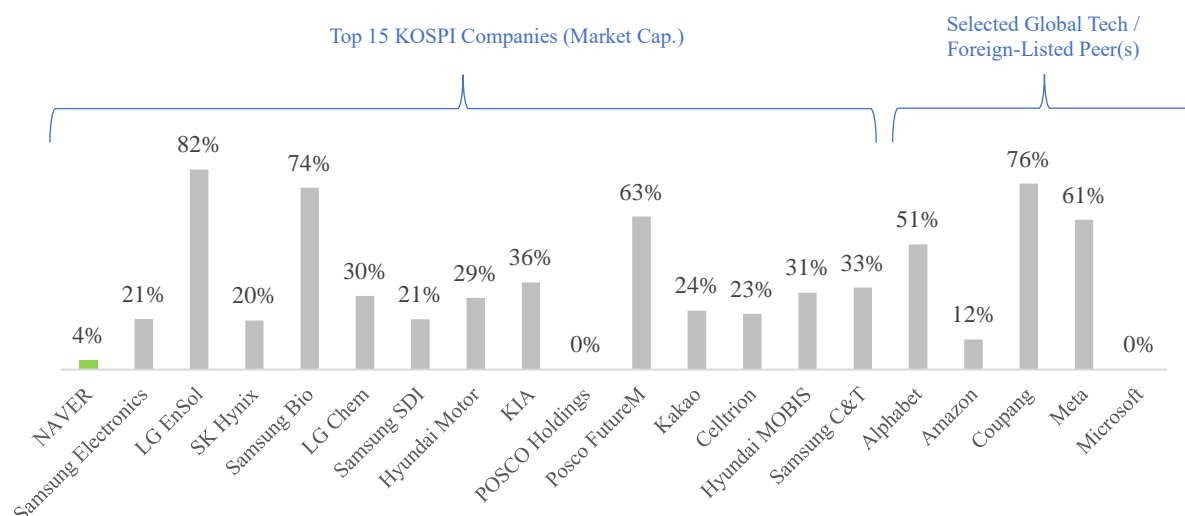
FOUNDER-GENERATION COMPANY

NAVER is Korea's oldest surviving, and largest start-up. We are a unique founder-generation company, and currently the largest Korean company by market capitalization with a living founder, Lee Hae-jin.

After nearly 20 years of executive and Board of Directors leadership, Mr. Lee stepped down from the Board of Directors in 2018. Since then he has served as Global Investment Officer, and continues to provide strategic insight and counsel in the evaluation and execution of many of NAVER's growth initiatives, including the successful growth of LINE into Japan's messaging app of choice and subsequently our strategic partnership with Softbank to combine LINE into Z Holdings, the adjacent expansion of NAVER's successful Webtoons offering into webnovels for an English speaking audience (Wattpad), as well as our most recent vertical re-commerce addition (Poshmark) to NAVER's commerce portfolio – currently Korea's largest and one of the developed world's largest e-commerce platforms.

A pioneer of the Korean Internet industry, which is also one of the world's most advanced internet markets, Lee Hae-jin continues to be an inspirational source of guidance, counsel and entrepreneurial advice for the Company, and a strong supporter of senior management. The current executive management of NAVER is the first class of management to be appointed subsequent to Mr. Lee's departure from NAVER's Board of Directors in 2018, representing an important step in the longer-term succession of the Company.

<Founder and related party collective interest (% of total voting power)>



Source: Bloomberg and company filings

DIVERSIFIED, UNCONCENTRATED GLOBAL SHAREHOLDER BASE; ABSENCE OF AFFILIATED INTERESTS

With less than 4% ownership in NAVER, Mr. Lee does not retain nominal or de facto control over the Company, nor do any of his hereditary or familial relations. Further, Mr. Lee does not own any shares of any of NAVER's unlisted affiliated entities, nor do any of Mr. Lee's hereditary or familial relations, and there are no transactions between any of Mr. Lee's (or any of his related parties') personal business interests and NAVER or any of NAVER's affiliated entities.

The ultimate authority and governance over NAVER today completely resides within an unaffiliated Board of Directors and the executive management team appointed by such Board of Directors, which is notable from both Korean and global perspectives.

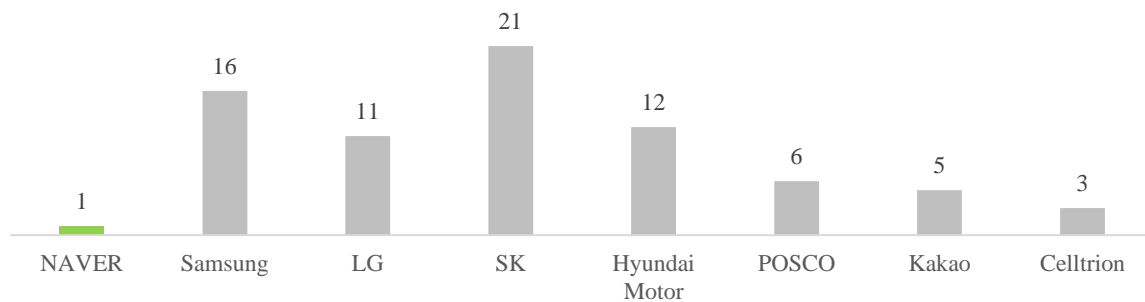
NAVER's largest shareholder is the Korean National Pension Service, holding approximately 9% of total issued shares, followed by BlackRock with approximately 5%. We have a total of 1,048,175 shareholders as of the end of March 2023, and 49% of total issued shares are held by non-Korean global financial institutions.

ONE LISTED COMPANY

100% of the market value of NAVER is attributable to one listed entity in Korea, which is unique as compared to the affiliated groups of the Top 15 KOSPI companies by market capitalization.

Similarly, a considerable portion of NAVER's asset base (45% of consolidated asset book value as of March 2023) is domiciled in Japan and attributable to one listed entity in Japan, Z Holdings.

<Number of listed entities within affiliated group for Top 15 KOSPI companies (by market capitalization)>



Source: Company filings

SUPER-MAJORITY INDEPENDENT BOARD OF DIRECTORS

Five of NAVER's seven Board of Directors members are independent, including Chairperson Mr. Byun. The two executive directors include the Chief Executive Officer (myself) and the President of Government Relations & ESG (Ms. Chae Seon-ju).

Four out of five Board of Directors Committees are comprised entirely of independent directors. The ESG Committee is the only Board Committee with participation of a non-independent director, who is also the NAVER executive in charge of ESG initiatives.

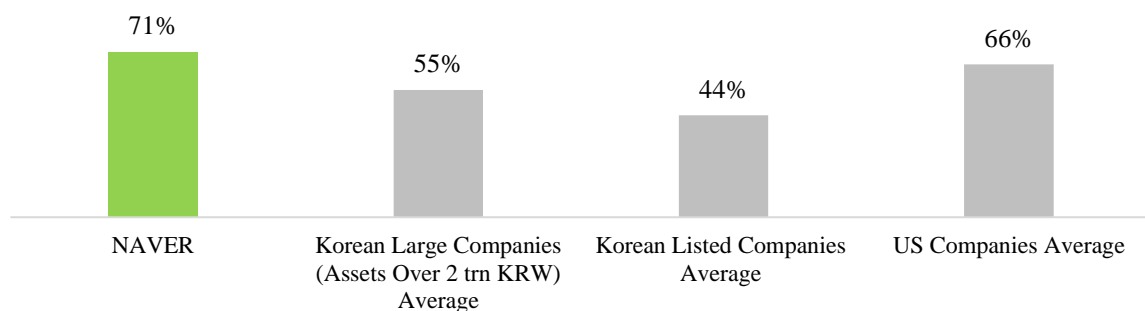
< Board of Directors Committees >

● Chair | ○ Member

Committee	Byun Dae-gyu	Lee In-moo	Jung Do-jin	Lee Keon-hyok	Rho Hyeok-joon	Choi Soo-yeon	Chae Seon-ju
Audit Committee		○	●	○	○		
Nominating Committee	●	○	○				
Risk Management Committee		○	○	○	●		
Leadership & Compensation Committee	○	●	○				
ESG Committee				●	○		○

* As of March 2023

< Percentage of independent Board of Directors members >



Source: Samil PricewaterhouseCoopers

NAVER's Board of Directors is very active and continues to maintain a comprehensive docket. During 2022 alone, our full Board of Directors convened (in each case physically) a total of 14 times, and its sub-committees have collectively convened a total of 31 times, in each case with very high participation.

< 2022 activity of the Board of Directors & its sub-committees >

	# of Meetings	# of Resolutions	# of Discussion Topics	Independent Directors Attendance (%)
BOD	14	25	47	98%
Audit Committee	9	5	20	94%
Outside Director Nominating Committee	2	2	2	100%
Risk Management Committee	9	9	26	100%
Leadership & Compensation Committee	6	3	9	100%
ESG Committee	5	5	14	100%

MANAGEMENT COMPENSATION – SHAREHOLDER INTEREST ALIGNMENT

Shareholder interest alignment is a key factor embodied in NAVER's executive compensation structure. Long-term equity awards are designed to comprise more than a targeted 45% of the total compensation of NAVER's Chief Executive, which ultimate award amount is determined by the relative performance of NAVER's total shareholder return as compared to the KOSPI 200. For FY 2022, the long-term equity awarded to senior executives of NAVER (including the CEO) was zero, reflecting NAVER's sub-par share price performance over such period.

Short-term incentives are awarded based on attainment of annual performance targets, including Revenue and EBITDA, among others.

< FY2022 CEO compensation structure >

Recipient	Component		% of Total Comp.	Performance Criteria
Choi Soo-yeon	Fixed	Base salary	20~25%	600 mn KRW
	Variable	Short-term incentive	30~35%	Up to 150% of base salary. Determined by attainment of financial targets (operating revenue and EBITDA). Awarded amount for FY 2021: 500 mn KRW* * FY 2021 award in connection with the position as Head of Global Business Support, prior to appointment as CEO. Amount for FY 2022 to be disclosed in semi-annual report.
		Long-term incentive (equity)	45%+	Annual awards vest over three years (30%, 30%, and 40%, respectively). Each installment equivalent to respective proportion of 0~150% of target value, depending on total shareholder return performance relative to the KOSPI 200 index. For FY 2022, actual award of first installment was 0% of target value of 1.2 bn KRW (4,166 shares).

INCLUSION AND DIVERSITY

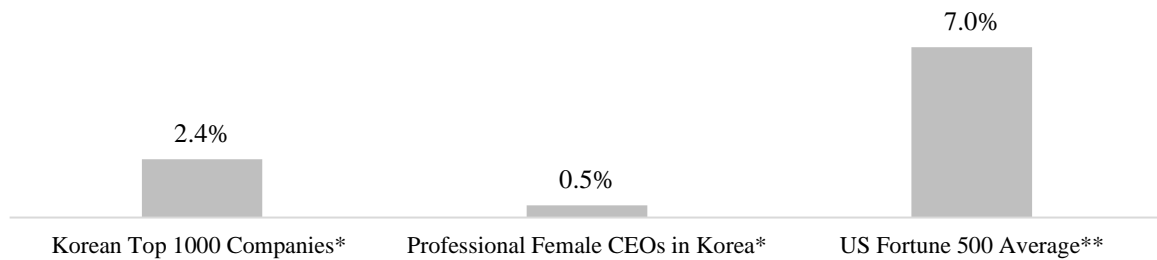
Unfortunately, women are underrepresented both at the Board of Directors level and within senior management of corporations globally, and to a greater extent in Korea. However, NAVER's commitment to inclusion and diversity far exceeds the vast majority of global companies.

I am the only female CEO of all listed companies in Korea with a market capitalization exceeding USD 5 billion (as of May 2, 2023), and to my knowledge, the only working mother CEO of any listed company of any meaningful size.

Only 2.4% of CEOs of the largest 1,000 companies in Korea are women, and only 0.5% are women with no hereditary relationship to the founder. The United States does not fare materially better, with women CEOs comprising only 7% of the Fortune 500.

Even more notably, I am the second (and consecutive) female CEO of NAVER, which has now been led by a woman for the last 6 years of its 23-year history.

< Percentage of female CEOs >



Source: *Korean Top 1000 Companies and Professional Female CEO percentage based on Korea CXO Institute, **US Fortune 500 average based on Heidrick & Struggles

NAVER also boasts one of the highest representation of women among the senior executive ranks of all listed companies in Korea, at 20%. The representation rises to above 30% when including all women in leadership positions (i.e., possessing the designation “Leader or Lead” within NAVER), and as high as 57% for non-technical staff only, a respectable representation even by US Fortune 100 standards.

This is a testament to our commitment to supporting women in the workplace, with one of the most generous and highly participated childcare assistance programs in Korea.

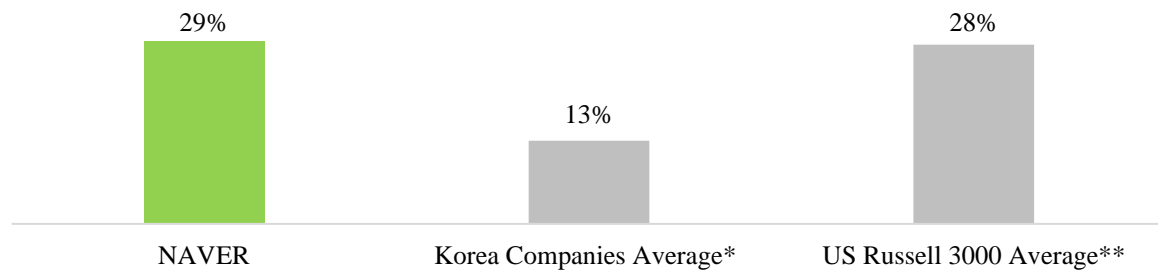
With two women Board of Directors members, representation of women on NAVER’s Board of Directors is more than two times that of the 100 largest Korean companies, and in line with the top 100 companies in the United States.

< Percentage of female senior executives >



Source: *Korean top 30 market cap companies based on companies’ disclosures, **US Fortune 100 companies average based on MIT Sloan Management Review

< Percentage of female Board of Directors members >



Source: *Korean average based on Top 100 Market Cap companies' disclosures, **US Russell 3000 average based on Equilar.

EMPLOYEE SHAREHOLDER ALIGNMENT

To our knowledge, NAVER is the only listed company in Korea that shares its equity with all employees. Our current employee equity program includes an across-the-board annual stock grant of KRW 10 million per person. This is in addition to the (more targeted) restricted stock unit and stock option programs that we have in the past, and/or continue to operate today.

We believe that employee stock ownership not only provides for better alignment of longer-term interests with our shareholders, but also fosters an entrepreneurial culture while strengthening the TEAM NAVER spirit.

TREASURY SHARES

Finally, I would like to provide additional context regarding the balance of shares that NAVER holds in treasury, which currently amounts to approximately 8% of total shares issued.

The Korean Commercial Act and Capital Markets Laws are significantly more rigid than those of most other jurisdictions, which 1) do not provide for ongoing shelf-registration of equity issuances and 2) limits the ability to grant equity-based compensation to employees of subsidiaries of listed entities.

Further, constraints around the ability to freely price the issuance of new shares especially dilutes the value of equity currency in the context of strategic M&A transactions.

As a publicly listed entity in Korea which has historically utilized our equity as currency in connection with value-accretive transactions (including logistics, commerce and fintech alliances with leading partners such as CJ, Shinsegae and MiraeAsset), and (to our knowledge) the only Korean listed company that regularly shares its equity with all employees, we have in the past utilized our treasury shares in connection therewith on a regular basis.

However, we do appreciate that there may exist confusion, lack of understanding, and at times an unfavorable perception toward sizeable treasury share balances, as they may give rise to questions regarding the intent of their potential utilization.

As such, and in order to alleviate any current or future misperception, we are planning to cancel an aggregate c. 3 percent of the total shares issued which we currently hold in treasury, in c. 1 percent installments annually over the next three years. We then plan to maintain a treasury share balance of no more than 5% over the medium to longer term, an amount we believe provides us with sufficient shares to continue to flexibly operate our equity compensation programs (for FY 2022, approximately 1% of total shares issued was granted in the form of equity awards).

Korean regulations, preceding and subsequent to in-the-market share purchases or disposals, impose restricted periods of 3 and 6 months respectively, which may materially hamper our ability to periodically purchase sufficient shares opportunistically toward our equity award programs; the issuance of new shares (versus the utilization of treasury shares) for purposes of granting employee restricted stock unit awards are also difficult under Korean laws. We therefore believe up to 5% of treasury shares to be an appropriate balance required to continue to operate our equity award programs over the medium to longer term.

This planned cancellation of treasury shares is unrelated to our new three-year shareholder return plan of 15~30% of free cash flows, which will be paid in the form of annual cash dividends beginning later this year. (Please refer to NAVER's FY 2023 1st Quarter Earnings Report and Presentation for further details.)

I hope this message is helpful in formulating a better appreciation for NAVER's longstanding commitment to governance, corporate culture and leadership. We thank you again for your long-term trust in NAVER, and I look forward to meeting and engaging further with you soon.

Please also do not hesitate to reach out with any questions to our Capital Markets contacts at dl_ir@navercorp.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Soo-yeon Choi', written in a cursive style.

Choi Soo-yeon

Chief Executive Officer