

Certification and Agreement of Persons Acquiring Rule 144A GDSs  
Upon **Deposit** of Shares Pursuant to Section 2.3 of the  
Rule 144A Deposit Agreement

Citibank, N.A.  
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**Re: KT&G CORPORATION**

We refer to the Rule 144A Deposit Agreement, dated as of [**Date**] and as amended and supplemented prior to the date hereof (as so amended and supplemented prior to the date hereof, the “Rule 144A Deposit Agreement”), among KT&G CORPORATION (“Company”), CITIBANK, N.A., as Depository, and Holders and Beneficial Owners from time to time of Rule 144A Global Depository Shares (the “Rule 144A GDSs”) evidenced by Rule 144A Global Depository Receipts (the “Rule 144A GDRs”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Rule 144A Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and request for issuance of Rule 144A GDSs (the “Rule 144A GDSs”) pursuant to Section 2.3 of the Rule 144A Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Rule 144A GDRs, the Rule 144A GDSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Act”), or with any securities regulatory authority in any state or other jurisdiction of the United States.

3. We certify that we are not the Company or an “Affiliate” (as such term is defined in Regulation C under the Act) of the Company and that, if we are acting on behalf of another person, such person is not the “Company” and has confirmed to us that it is not an “Affiliate” of the Company and that it is not acting on behalf of the Company or an “Affiliate” of the Company.

4. We certify that either:

(a) We are a Qualified Institutional Buyer (as defined in Rule 144A under the Act), and at the time of issuance of the Rule 144A GDSs referred to above, we (or one or more Qualified Institutional Buyers for whose account we are acting) will be the beneficial owner thereof.

OR

(b) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is a Qualified Institutional Buyer and either:

(i) at the time of issuance of the Rule 144A GDSs referred to above, it will be the beneficial owner of thereof, or

(ii) it is acting for the account of a Qualified Institutional Buyer that, at the time of issuance, will be the beneficial owner of the Rule 144A GDSs referred to above.

OR

(c) At the time of issuance, we will be the beneficial owner of the Rule 144A GDSs; and we are not a U.S. Person (as such term is defined in Regulation S under the Act) and are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S).

OR

(d) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that either (i) it will be at the time of issuance the beneficial owner of the Rule 144A GDSs, it is not a U.S. Person (as such term is defined in Regulations S under the Act) and is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person other than a U.S. Person (as defined in Regulation S) located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited, outside the United States (within the meaning of Regulation S) and who, at the time of issuance, will be the beneficial owner of the Rule 144A GDSs evidenced thereby.

5. As the beneficial owner of the Rule 144A GDSs, we agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs, the Rule 144A GDSs evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe is a Qualified Institutional Buyer within the meaning of Rule 144A under the Act purchasing for its own account or for the account of another Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A under the Act, (b) outside the United States to a person other than a U.S. Person (as defined in Regulation S) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), or (d) pursuant to an effective registration

statement under the Act, in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

\_\_\_\_\_  
**[NAME OF CERTIFYING ENTITY]**

By: \_\_\_\_\_  
Name:  
Title:

Dated: