



CORPORATE GOVERNANCE GUIDELINES

(as of June 2, 2020)

The corporate governance of DoubleDown Interactive Co.,Ltd. (the “**Company**”) is described below.

CORPORATE GOVERNANCE PRACTICES

The Company is a “foreign private issuer” under the federal securities laws of the United States and the NASDAQ listing standards. Under the federal securities laws of the United States, foreign private issuers are subject to different disclosure requirements than U.S.-domiciled registrants. The Company intends to take all actions necessary for the Company to maintain compliance as a foreign private issuer under the applicable corporate governance requirements of the Sarbanes-Oxley Act, the rules adopted by the SEC and the NASDAQ listing standards. Subject to certain exceptions, the SEC and the NASDAQ permit a foreign private issuer to follow its home country practice in lieu of their respective rules and listing standards.

THE BOARD OF DIRECTORS

The Board of Directors (the “**Board**”)’ mandate is to manage or supervise the management of the business and affairs of the Company. The Company’s corporate governance practices are the responsibility of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board considers good corporate governance to be central to the effective and efficient operation of the Company.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.

Board Size

The Company shall have not less than three (3), but not more than eight (8) directors. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Election of Directors

Directors shall be elected during a meeting of shareholders and a resolution for electing directors shall be passed by the affirmative votes of a majority of the voting rights represented by the shareholders present, which shall be not less than 1/4 of the total number of issued and outstanding shares. A representative director shall be appointed by the Board.

Term of Office of Directors

The term of office of directors shall be three (3) years; provided, however, that the term of office shall be extended until the close of the ordinary general meeting of shareholders convened in respect of the last fiscal year of such term of office.

Duties of Directors

The Company may appoint one (1) representative director out of directors, and a vice president, senior executive director and executive director by resolutions of the Board. A representative director shall represent the directors and direct the Company's overall business. A vice president, senior executive director, executive director and director shall assist the representative director; share the execution of the Company's business as determined by the Board; and serve as an acting representative director in accordance with the order designated by the Board in case the representative director is absent or unable to execute his/her duties.

Convening of Meetings

Meetings of the Board may be called by any director, unless the Board has designated a specific director who shall call such meetings. Notice for the meeting of the Board shall be dispatched by the director who calls the meeting to each of the individual directors at least one (1) week prior to the date set for such meeting, provided, however, that if all directors unanimously consent to holding a meeting of the Board, the procedure of convening a meeting may be omitted.

Minutes of the Board

The Board shall record the proceedings of every meeting of the Board. The agenda items, summary of the proceedings and the outcomes thereof, and the objectors and grounds for their objection shall be entered in the minutes, and the directors present at the meeting shall write their names and affix seals, or affix their signatures, thereon and then the minutes shall be preserved at the head office thereafter.

AUDIT COMMITTEE

Audit Committee has the responsibility to consider our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Audit Committee reviews legal, regulatory and compliance matters that

could have a significant impact on our financial statements. Audit Committee also monitors the effectiveness of our corporate governance practices, including whether they are successful in preventing illegal or improper liability-creating conduct.

Composition

Audit Committee shall consist of a minimum of three (3) directors, and at least two thirds (2/3) of the Audit Committee members shall be outside directors and the chairman of the Audit Committee shall be appointed by a resolution of the Audit Committee.

Authorities of Committee

Audit Committee shall audit the accounting and business operations of the Company and if any actions by a director in violation of laws, regulations or the Articles of Incorporation cause irrecoverable damage to the Company, the Audit Committee may request the director to suspend such violation for the benefit of the Company and may demand the convening of an extraordinary general meeting of shareholders by submitting to the Board a written statement of the purpose of the meeting and the reason for convocation.

Audit Record

The Audit Committee shall prepare an audit record with respect to the audit, and the audit record shall record the substance of the course of the proceedings and results of the audit and shall bear the names and seals of or be signed by the Audit Committee members conducting the audit.

CODE OF ETHICS

The Board has adopted a written code of ethics that applies to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and other of our agents.