

LG Display Co., Ltd.  
Form 20-F  
April 30, 2014  
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As filed with the Securities and Exchange Commission on April 30, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report \_\_\_\_\_**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-32238**

**LG Display Co., Ltd.**

**(Exact name of Registrant as specified in its charter)**

**LG Display Co., Ltd.**

**(Translation of Registrant's name into English)**

**The Republic of Korea**

**(Jurisdiction of incorporation or organization)**

**LG Twin Towers, 128 Yeoui-daero, Yeongdeungpo-gu, Seoul 150-721, Republic of Korea**

**(Address of principal executive offices)**

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**Suk Heo**

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**Facsimile No.: +82-2-3777-0797**

**(Name, telephone, e-mail and/or facsimile number and address of company contact person)**

**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>American Depositary Shares, each representing one-half of one share of Common Stock</b>	<b>New York Stock Exchange</b>
<b>Common Stock, par value 5,000 per share</b>	<b>New York Stock Exchange*</b>

**\* Not for trading, but only in connection with the registration of the American Depositary Shares. Securities registered or to be registered pursuant to Section 12(g) of the Act.**

**None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.**

**None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**357,815,700 shares of common stock, par value 5,000 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  **Yes**  **No**

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934.  **Yes**  **No**

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting  
Standards as issued by the International  
Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

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**PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

In this annual report, the terms we, us, our and LG Display refer to LG Display Co., Ltd. and, unless otherwise indicated or required by context, our consolidated subsidiaries. Notwithstanding the foregoing, in the context of any legal proceedings or governmental investigations, LG Display refers to LG Display Co., Ltd. and does not include any of its subsidiaries, or any other entities or persons.

The financial statements included in this annual report are prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. As such, we make an explicit and unreserved statement of compliance with IFRS, as issued by the IASB, with respect to our consolidated financial statements as of December 31, 2012 and 2013 and for each of the years ended in the three-year period ended December 31, 2013 included in this annual report.

In accordance with rule amendments adopted by the U.S. Securities and Exchange Commission, or the SEC, which became effective on March 4, 2008, we are not required to provide a reconciliation to generally accepted accounting principles in the United States, or U.S. GAAP.

The consolidated financial statements included in our annual reports on Form 20-F previously filed with the SEC in respect of the years ended December 31, 2009, 2008, 2007, 2006, 2005 and 2004 were prepared in accordance with U.S. GAAP. For additional information, please refer to our annual reports on Form 20-F previously filed with the SEC.

Unless expressly stated otherwise, all financial data included in this annual report are presented on a consolidated basis.

All references to Korean Won, Won or ₩ in this annual report are to the currency of the Republic of Korea, all references to U.S. dollars or US\$ are to the currency of the United States, all references to Japanese Yen, Yen or ¥ are to the currency of Japan, all references to RMB or Chinese Renminbi are to the currency of the People's Republic of China, all references to NT\$ are to the currency of Taiwan, all references to Euro or € are to the official currency of the European Economic and Monetary Union, all references to PLN are to the currency of the Republic of Poland, all references to MXN are to the currency of Mexico, and all references to SG\$ are to the currency of Singapore.

Any discrepancies in any table between the totals and the sums of the amounts listed are due to rounding.

For your convenience, this annual report contains translations of Won amounts into U.S. dollars at the noon buying rate in New York City for cable transfers in Korean Won as certified by the Federal Reserve Bank of New York for customs purposes in effect on December 31, 2013, which was 1,055.25 = US\$1.00.



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**FORWARD-LOOKING STATEMENTS**

We have made forward-looking statements in this annual report. Our forward-looking statements contain information regarding, among other things, our financial condition, future plans and business strategy. Words such as “contemplate,” “seek to,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan” and similar expressions, as they relate to us, are used to identify a number of these forward-looking statements. These forward-looking statements reflect management’s present expectations and projections about future events and are not a guarantee of future performance. Although we believe that these expectations and projections are reasonable, such forward-looking statements are inherently subject to risks, uncertainties and assumptions about us, including, among other things:

the cyclical nature of our industry;

our dependence on introducing new products on a timely basis;

our dependence on growth in the demand for our products;

our ability to compete effectively;

our dependence on a select group of key customers;

our ability to successfully manage our capacity expansion and allocation in response to changing industry and market conditions;

our dependence on key personnel;

general economic and political conditions, including those related to the display panel industry;

possible disruptions in commercial activities caused by events such as natural disasters, terrorist activity and armed conflict;

fluctuations in foreign currency exchange rates; and

those other risks identified in the “Risk Factors” section of this annual report.

Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the events discussed in the forward-looking statements in this annual report might not occur and our

actual results could differ materially from those anticipated in these forward-looking statements.

All subsequent forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

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**PART I**

**Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**Item 3. KEY INFORMATION**

**Item 3.A. Selected Financial Data**

The selected consolidated financial data set forth below as of and for the years ended December 31, 2009, 2010, 2011, 2012 and 2013 have been derived from our consolidated financial statements and the related notes, which have been prepared under IFRS as issued by the IASB. Our audited consolidated financial statements as of December 31, 2012 and 2013 and for each of the years in the three-year period ended December 31, 2013 and the related notes are included in this annual report.

The information set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with Item 5. Operating and Financial Review and Prospects and our consolidated financial statements and related notes included in this annual report.

In addition to preparing financial statements in accordance with IFRS as issued by the IASB included in this annual report, we also prepare financial statements in accordance with Korean International Financial Reporting Standards, or K-IFRS, as adopted by the Korean Accounting Standards Board, or KASB, which we are required to file with the Financial Services Commission and the Korea Exchange under the Financial Investment Services and Capital Markets Act of Korea. See Item 10.B. Memorandum and Articles of Association Business Report. English translations of such financial statements are furnished to the SEC on Form 6-K, which are not incorporated by reference to this or any of our previous annual reports on Form 20-F. The operating profit or loss presented in the consolidated statements of comprehensive income or loss prepared in accordance with K-IFRS for the years ended December 31, 2012 and 2013 included in the Form 6-K furnished to the SEC on February 27, 2014 is a profit of 912 billion and 1,163 billion, respectively. For further information, please see the Form 6-K furnished to the SEC on February 27, 2014, which is not incorporated by reference to this annual report.

Pursuant to the IFRS as issued by IASB, we are not required to separately present operating profit or loss in our consolidated statements of comprehensive income or loss prepared in accordance with IFRS. Therefore, the financial statements included in this annual report, which are prepared in accordance with IFRS as issued by IASB, do not present operating profit or loss as a separate line item.

**Consolidated statements of comprehensive income (loss) data**

	2009	2010	Year Ended December 31,			2013 <sup>(1)</sup>
			2011	2012	2013	(in millions of US\$, except for per share data)
	(in billions of Won, except for per share data)					
Revenue	20,038	25,512	24,291	29,430	27,033	US\$ 25,618
Cost of sales	(17,477)	(21,781)	(23,081)	(26,425)	(23,525)	(22,293)
Gross profit	2,561	3,731	1,210	3,005	3,508	3,324
Selling expenses	(713)	(846)	(728)	(814)	(732)	(694)
Administrative expenses <sup>(2)</sup>	(305)	(428)	(430)	(494)	(518)	(491)
Research and development expenses <sup>(2)</sup>	(428)	(768)	(816)	(785)	(1,096)	(1,039)
Profit (loss) before income tax	1,013	1,266	(1,081)	459	830	787
Income tax expense (benefit)	(105)	106	(293)	222	411	389
Profit (loss) for the period	1,118	1,159	(788)	237	419	397
Total comprehensive income (loss) for the period	1,051	1,178	(757)	97	397	376
Basic earnings (loss) per share	3,124	3,232	(2,155)	652	1,191	1.13
Diluted earnings (loss) per share	3,124	3,152	(2,155)	652	1,191	1.13

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	2009	2010	As of December 31,			2013 <sup>(1)</sup>
			2011	2012	2013	
	(in billions of Won)					(in millions of US\$)
Cash and cash equivalents	818	1,631	1,518	2,339	1,022	US\$ 968
Deposits in banks	2,500	1,503	815	315	1,302	1,234
Trade accounts and notes receivable, net	2,950	3,001	2,740	3,334	3,129	2,965
Inventories	1,668	2,215	2,317	2,390	1,933	1,832
Total current assets	8,226	8,840	7,858	8,915	7,732	7,327
Property, plant and equipment, net	9,596	12,815	14,697	13,108	11,808	11,190
Total assets	19,703	23,858	25,163	24,456	21,715	20,578
Trade accounts and notes payable	2,031	2,962	3,783	4,147	3,000	2,843
Current financial liabilities	2,007	2,101	895	1,015	908	860
Other accounts payable	1,596	2,593	3,993	2,811	1,454	1,378
Total current liabilities	6,495	8,882	9,911	9,206	6,789	6,434
Non-current financial liabilities	2,076	2,543	3,722	3,441	2,995	2,838
Long-term advance received	584	945	669	1,050	427	405
Total liabilities	9,663	12,797	15,032	14,215	10,918	10,346
Share capital and share premium	4,040	4,040	4,040	4,040	4,040	3,828
Retained earnings	6,051	7,031	6,063	6,239	6,663	6,314
Total equity	10,040	11,061	10,131	10,240	10,797	10,232

**Other financial data**

	2009	2010	Year Ended December 31,			2013 <sup>(1)</sup>
			2011	2012	2013	
	(in billions of Won, except for percentages)					(in millions of US\$, except for per share data)
Gross margin <sup>(3)</sup>	12.8%	14.6%	5.0%	10.2%	13.0%	13.0%
Net margin <sup>(4)</sup>	5.6%	4.5%	(3.2)%	0.8%	1.5%	1.5%
EBITDA <sup>(5)</sup>	3,845	4,200	2,657	5,087	4,784	US\$ 4,534
Capital expenditures	3,761	4,942	4,063	3,972	3,473	3,291
Depreciation and amortization <sup>(6)</sup>	2,842	2,926	3,651	4,469	3,834	3,633
Net cash provided by operating activities	4,153	4,884	3,666	4,570	3,585	3,397
Net cash used in investing activities	(4,564)	(4,515)	(3,494)	(3,688)	(4,504)	(4,268)
Net cash provided by (used in) financing activities	(117)	408	(278)	(48)	(391)	(371)

- (1) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.
- (2) Amortization expenses related to certain research and development activities included in administrative expenses for the years ended December 31, 2009, 2010 and 2011 have been reclassified as research and development expenses to conform to the criteria of classification for the years ended December 31, 2012 and 2013.
- (3) Gross margin represents gross profit divided by revenue.
- (4) Net margin represents profit (loss) for the period divided by revenue.
- (5) EBITDA is defined as profit (loss) for the period excluding interest expense, income tax expense (benefit), depreciation and amortization of intangible assets and interest income. EBITDA is a key financial measure used by our senior management to internally evaluate the performance of our business and for other required or discretionary purposes. Specifically, our significant capital assets are in different stages of depreciation, and because we do not have separate operating divisions, our senior management uses EBITDA internally to measure the performance of these assets on a comparable basis. We also believe that the presentation of EBITDA will enhance an investor's understanding of our operating performance as we believe it is commonly reported and widely used by analysts and investors in our industry. It also provides useful information for comparison on a more comparable basis of our operating performance and those of our competitors, who follow different accounting policies. For example, depreciation on most of our equipment is made based on a four-year useful life while most of our competitors use different depreciation schedules from our own. EBITDA is not a measure determined in accordance with IFRS. EBITDA should not be considered as an alternative to gross profit, cash flows from operating activities or profit (loss) for the period, as determined in accordance with IFRS. Our calculation of EBITDA may not be comparable to similarly titled measures reported by other companies. A reconciliation of profit (loss) for the period to EBITDA is as follows:

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	Year Ended December 31,					2013 <sup>(1)</sup>	
	2009	2010	2011	2012	2013	(in millions of US\$)	
	(in billions of Won)						
<b>Profit (loss) for the period</b>	1,118	1,159	(788)	237	419	US\$	397
Interest income	(123)	(91)	(58)	(29)	(39)		(37)
Interest expense	113	100	145	188	159		151
Income tax expense (benefit)	(105)	106	(293)	222	411		389
Depreciation	2,779	2,757	3,413	4,196	3,598		3,410
Amortization of intangible assets	63	169	238	273	236		224
<b>EBITDA</b>	<b>3,845</b>	<b>4,200</b>	<b>2,657</b>	<b>5,087</b>	<b>4,784</b>	<b>US\$</b>	<b>4,534</b>

(6) Includes amortization of intangible assets.

**Operating data**

	Year Ended December 31,				
	2009	2010	2011	2012	2013
	(in thousands)				
Number of panels sold by product category:					
Televisions <sup>(1)</sup>	35,316	51,184	53,084	56,490	53,797
Notebook computers <sup>(2)</sup>	50,577	58,854	62,923	69,559	55,559
Desktop monitors <sup>(3)</sup>	43,384	49,336	50,247	51,819	49,986
Tablet computers <sup>(4)</sup>	9	11,875	35,640	56,526	63,840
Mobile and other applications <sup>(5)</sup>	161,850	188,193	164,702	164,409	162,011
<b>Total</b>	<b>291,136</b>	<b>359,442</b>	<b>366,596</b>	<b>398,803</b>	<b>385,193</b>

(1) For the years ended December 31, 2010, 2011 and 2012, includes television sets manufactured and sold by our joint venture company L&T Display Technology (Xiamen) Limited.

(2) For the years ended December 31, 2011, 2012 and 2013, includes semi-finished products manufactured by our joint venture company LUCOM Display Technology (Kunshan) Ltd.

(3) For the years ended December 31, 2010, 2011, 2012 and 2013, includes desktop monitors manufactured and sold by our joint venture company L&T Display Technology (Fujian) Limited.

(4) We established tablet computers as a new product category in our audited consolidated financial statements for the three-year period ended December 31, 2013 included in this annual report. Previously, tablet computer panels were reported in the notebook computer and mobile and other application product categories. For comparison purposes, we have restated the number of notebook computer, tablet computer and mobile and other application panels sold for the years ended December 31, 2009 and 2010.

(5) Includes, among others, panels for mobile devices, including smartphones and other types of mobile phones, and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.

	Year Ended December 31,					2013 <sup>(6)</sup>	
	2009	2010	2011	2012	2013	(in millions of US\$)	
<b>Revenue by product category:</b>							
Televisions <sup>(1)</sup>	10,965	14,079	11,579	13,512	11,795	US\$	11,177
Notebook computers <sup>(2)</sup>	3,565	3,621	3,246	3,667	2,819		2,671
Desktop monitors <sup>(3)</sup>	4,640	5,390	4,975	5,039	5,256		4,981
Tablet computers <sup>(4)</sup>	1	824	2,224	3,714	3,575		3,388
Mobile and other applications <sup>(5)</sup>	818	1,554	2,190	3,371	3,537		3,352
<b>Total sales of goods</b>	<b>19,989</b>	<b>25,468</b>	<b>24,214</b>	<b>29,303</b>	<b>26,982</b>	<b>US\$</b>	<b>25,569</b>
Royalties	22	23	61	38	19		18
Others	27	21	16	89	32		31
<b>Revenue</b>	<b>20,038</b>	<b>25,512</b>	<b>24,291</b>	<b>29,430</b>	<b>27,033</b>	<b>US\$</b>	<b>25,618</b>

- (1) For the years ended December 31, 2010, 2011 and 2012, includes television sets manufactured and sold by our joint venture company L&T Display Technology (Xiamen) Limited.
- (2) For the years ended December 31, 2011, 2012 and 2013, includes semi-finished products manufactured by our joint venture company LUCOM Display Technology (Kunshan) Ltd.
- (3) For the years ended December 31, 2010, 2011, 2012 and 2013, includes desktop monitors manufactured and sold by our joint venture company L&T Display Technology (Fujian) Limited.
- (4) We established tablet computers as a new product category in our audited consolidated financial statements for the three-year period ended December 31, 2013 included in this annual report. Previously, tablet computer panels were reported in the notebook computer and mobile and other application product categories. For comparison purposes, we have restated revenue derived from the notebook computer, tablet computer and mobile and other application product categories for the years ended December 31, 2009 and 2010.



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- (5) Includes, among others, panels for mobile devices, including smartphones and other types of mobile phones, and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.
- (6) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

**Exchange Rates**

The table below sets forth, for the periods and dates indicated, information concerning the noon buying rate for Korean Won, expressed in Korean Won per one U.S. dollar. The noon buying rate is the rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise stated, translations of Korean Won amounts into U.S. dollars in this annual report were made at the noon buying rate in effect on December 31, 2013, which was 1,055.25 to US\$1.00. We do not intend to imply that the Korean Won or U.S. dollar amounts referred to herein could have been or could be converted into U.S. dollars or Korean Won, as the case may be, at any particular rate, or at all. On April 25, 2014, the noon buying rate was 1,041.0 = US\$1.00.

Fluctuation in the exchange rate between the Korean Won and the U.S. dollar will affect the amount of U.S. dollars received in respect of cash dividends or other distributions paid in Korean Won by us on, and the Korean Won proceeds received from any sales of, our common stock.

Year Ended December 31,	At End of Period	Average Rate <sup>(1)</sup>	High	Low
	(Korean Won per US\$1.00)			
2009	1,163.7	1,270.0	1,570.1	1,149.0
2010	1,130.6	1,158.7	1,253.2	1,104.0
2011	1,158.5	1,105.2	1,197.5	1,049.2
2012	1,063.2	1,119.6	1,185.0	1,063.2
2013	1,055.3	1,094.7	1,161.3	1,050.1
October	1,060.8	1,065.9	1,075.5	1,057.5
November	1,057.8	1,061.6	1,072.7	1,054.8
December	1,055.3	1,055.6	1,061.4	1,050.1
2014 (through April 25)	1,041.0	1,063.6	1,084.3	1,035.4
January	1,080.4	1,067.1	1,083.7	1,050.3
February	1,066.0	1,071.3	1,084.3	1,062.1
March	1,064.7	1,070.5	1,079.6	1,064.1
April (through April 25)	1,041.0	1,044.2	1,058.3	1,035.4

- (1) The average rate for each full year is calculated as the average of the noon buying rates on the last business day of each month during the relevant year. The average rate for a full month (or portion thereof) is calculated as the average of the noon buying rates on each business day during the relevant month (or portion thereof).

**Item 3.B. Capitalization and Indebtedness**

Not applicable.

**Item 3.C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**Item 3.D. Risk Factors**

You should carefully consider the risks described below.

**Risks Relating to Our Industry**

*Our industry is subject to cyclical fluctuations, including recurring periods of capacity increases, that may adversely affect our results of operations.*

Display panel manufacturers are vulnerable to cyclical market conditions. Intense competition and expectations of growth in demand across the industry may cause display panel manufacturers to make additional investments in manufacturing capacity on similar schedules, resulting in a surge in capacity when production is ramped up at new fabrication facilities. During such surges in capacity growth, as evidenced by past experiences, customers can exert strong downward pricing pressure, resulting in sharp declines in average selling prices and significant fluctuations in the panel manufacturers' gross margins. Conversely, demand surges and fluctuations in the supply chain can lead to price increases.

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In recent years, we have been affected by overcapacity in the industry relative to the general demand for TFT-LCD panels which, together with lingering uncertainties in the global economic environment, has resulted in a general decline in the average selling prices of a number of our TFT-LCD products. We attempt to counteract, at least in part, the effects of overcapacity in the industry by increasing the proportion of high margin, differentiated specialty products based on newer technologies in our product mix, which are relatively less affected by the industry-wide overcapacity problems affecting TFT-LCD products using older technologies. Due in part to these efforts, our average revenue per square meter of net display area, which is derived by dividing our total revenue by total square meters of net display area shipped, increased by 13.5% from US\$679 in 2011 to US\$771 in 2012. However, our average revenue per square meter of net display area decreased by 6.2% to US\$723 in 2013 as the operation of new fabrication facilities by our competitors coupled with inventory adjustments by our customers of television panels in particular, which was partly in response to the expiration of a Chinese government sponsored consumer rebate program for purchases of energy efficient televisions in May 2013, resulted in downward pricing pressure.

While we believe that overcapacity and other cyclical issues in the industry are best addressed by increasing the proportion of high margin, differentiated specialty products based on newer technologies in our product mix that are tailored to our customers' evolving needs, we also address overcapacity issues by, in the short-term, adjusting the utilization rates of our existing fabrication facilities based on our assessment of industry inventory levels and demand for our products and, in the mid- to long-term, by fine-tuning our investment strategies relating to capacity growth in light of our assessment of future market conditions.

However, we cannot provide any assurance that an increase in demand, which helped to mitigate the impact of industry-wide overcapacity in the past, can be sustained in future periods. We will therefore continue to closely monitor the overcapacity issues in the industry and respond accordingly. However, construction of new fabrication facilities and other capacity expansion projects in the display panel industry are undertaken with a multiple-year time horizon based on expectations of future market trends. Therefore, even if overcapacity issues persist in the industry, there may be continued capacity expansion in the near future due to pre-committed capacity expansion projects in the industry that were undertaken in past years. Any significant industry-wide capacity increases that are not accompanied by a sufficient increase in demand could further drive down the average selling price of our panels, which would negatively affect our gross margin. Any decline in prices may be further compounded by a seasonal weakening in demand growth for end products such as personal computer products, consumer electronics products and mobile and other application products. Furthermore, once the differentiated products that had a positive impact on our performance mature in their technology cycle, if we are not able to develop and commercialize newer products to offset the price erosion of such maturing products in a timely manner, our ability to counter the impact of cyclical market conditions on our gross margins would be further limited. We cannot provide assurance that any future downturns resulting from any large increases in capacity or other factors affecting the industry would not have a material adverse effect on our business, financial condition and results of operations.

***A global economic downturn may result in reduced demand for our products and adversely affect our profitability.***

In recent years, difficulties affecting the global financial sectors, adverse conditions and volatility in the worldwide credit and financial markets, fluctuations in oil and commodity prices and the general weakness of the global economy have increased the uncertainty of global economic prospects in general and have adversely affected the global and Korean economies. The recent global economic downturn has adversely affected demand for consumer products manufactured by our customers in Korea and overseas, including televisions, notebook computers, desktop monitors, tablet computers and mobile and other application products utilizing TFT-LCD panels, which in turn led them to reduce or plan reductions of their production. Even though we saw an increase in demand for our products since the end of 2011, initially due in part to channel inventory replenishment and then, especially in the second half of 2012, due in large part to increasing demand for our differentiated specialty products used in certain types of televisions,

tablet computers and smartphones, demand for our products decreased in 2013 due in part to inventory adjustments by our customers in light of lingering uncertainties in the global economic environment.

We cannot provide any assurance that demand for our products can be sustained at current levels in future periods or that the demand for our products will not decrease again in the future due to another such economic downturn which may adversely affect our profitability. We may decide to adjust our production levels in the future subject to market demand for our products, the production outlook of the global display panel industry, in particular, the TFT-LCD industry, and global economic conditions in general. Any decline in demand for display panel products may adversely affect our business, results of operations and/or financial condition.

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***Our industry continues to experience steady declines in the average selling prices of display panels irrespective of cyclical fluctuations in the industry, and our margins would be adversely impacted if prices decrease faster than we are able to reduce our costs.***

The average selling prices of display panels have declined in general and are expected to continually decline with time irrespective of industry-wide cyclical fluctuations as a result of, among other factors, technological advancements and cost reductions. Although we may be able to take advantage of the higher selling prices typically associated with new products and technologies when they are first introduced in the market, such prices decline over time, and in certain cases, very rapidly, as a result of market competition or otherwise. If we are unable to effectively anticipate and counter the price erosion that accompanies our products, or if the average selling prices of our display panels decrease faster than the speed at which we are able to reduce our manufacturing costs, our gross margin would decrease and our results of operations and financial condition may be materially and adversely affected.

***We operate in a highly competitive environment and we may not be able to sustain our current market position.***

The display panel industry is highly competitive. We have experienced pressure on the prices and margins of our major products due largely to additional capacity from panel makers in Korea, Taiwan, China and Japan. Our main competitors in the industry include Samsung Display (which was spun off from Samsung Electronics in 2012), Hydis Technologies, AU Optronics, Innolux, Chunghwa Picture Tubes, HannStar Display, BOE, China Star Optoelectronics Technology, Japan Display (which was founded in 2011 by integrating the TFT-LCD panel businesses of Hitachi and TMDisplay, as well as certain businesses of Sony Mobile Display), Sharp and Panasonic LCD. Some of our competitors may currently, or at some point in the future, have greater financial, sales and marketing, manufacturing, research and development or technological resources than we do. In addition, our competitors may be able to manufacture panels on a larger scale or with greater cost efficiencies than we do and we anticipate increases in production capacity in the future by other display panel manufacturers using similar display panel technologies as us. Any price erosion resulting from strong global competition or additional industry capacity may materially adversely affect our financial condition and results of operations.

In addition, industry consolidation among our competitors may result in increased competition as the entities emerging from such consolidation may have greater financial, manufacturing, research and development and other resources than we do, especially if such mergers or consolidations are sponsored by a government entity. Recently, certain of our competitors have pursued strategic alternatives such as mergers or formation of new alliances, resulting in, for example, the creation of Japan Display in 2011. Increased competition resulting from such mergers or consolidations may lead to decreased margins, which may have a material adverse effect on our financial condition and results of operations.

We and our competitors each seek to establish our own products and technologies as the industry standards. For example, in the large-sized television panel market, we currently manufacture primarily 32-inch, 42-inch, 47-inch, 49-inch and 55-inch television panels and utilize FPR and white RGB, or WRGB, technologies for our 3D and organic light-emitting diode, or OLED, television panels, respectively. Other display panel manufacturers produce competing large-sized television panels in slightly different dimensions, such as 39-inch, 40-inch, 46-inch, 48-inch and 50-inch panels and utilize competing display panel technologies such as shutter glass and direct emission technologies for their 3D and OLED television panels, respectively. If our competitors' panels or the technologies they adopt become the market standard, we may lose market share and may not realize the expected return on our investments in the technologies we utilize in our display panels, which may have a material adverse effect on our financial condition and results of operations.

Our ability to compete successfully also depends on factors both within and outside our control, including product pricing, performance and reliability, our relationship with customers, successful and timely investment and product development, success or failure of our end-brand customers in marketing their brands and products, component and raw material supply costs, and general economic and industry conditions. We cannot provide assurance that we will be able to maintain a competitive edge with respect to all these factors and, as a result, we may be unable to sustain our current market position.

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***Our operating results fluctuate from period to period, so you should not rely on period-to-period comparisons to predict our future performance.***

Our industry is affected by market conditions that are often outside the control of manufacturers. Our results of operations may fluctuate significantly from period to period due to a number of factors, including seasonal variations in consumer demand, capacity ramp-up by competitors, industry-wide technological changes, the loss of a key customer and the postponement, rescheduling or cancellation of large orders by a key customer, any of which may or may not reflect a continued trend from one period to the next. As a result of these factors and other risks discussed in this section, you should not rely on period-to-period comparisons to predict our future performance.

**Risks Relating to Our Company**

***Our financial condition may be adversely affected if we cannot introduce new products to adapt to rapidly evolving customer needs on a timely basis.***

Our success will depend greatly on our ability to respond quickly to rapidly evolving customer requirements and to develop new and differentiated products in anticipation of future demand. A failure or delay on our part to develop products of such quality and technical specifications that meet our customers' evolving needs may adversely affect our business.

Close cooperation with our customers to gain insights into their product needs and to understand general trends in the end-product market is a key component of our strategy to produce successful products. In addition, when developing new products, we often work closely with equipment suppliers to design equipment that will make our production processes for such new products more efficient. If we are unable to work together with our customers and equipment suppliers, or to sufficiently understand their respective needs and capabilities or general market trends, we may not be able to introduce new products in a timely manner, which may have a material adverse effect on our financial situation.

In addition, product differentiation, especially the ability to develop and market differentiated specialty products that command higher premiums in a timely manner, has become a key competitive strategy in the display panel market. This is in part due to trends in consumer electronics and other markets, such as televisions, tablet computers and mobile devices, where the growth in demand is led by end products employing newer technologies with specifications tailored to deliver enhanced performance, convenience and user experience in a cost-efficient manner. Accordingly, we have focused our efforts on developing and marketing differentiated specialty products, including our television panels utilizing FPR 3D and ultra-high definition, or Ultra HD, technologies, Advanced High-Performance In-Place Switching or, AH-IPS, panels for tablet computers, mobile devices, notebook computers and desktop monitors, curved OLED television panels utilizing WRGB OLED technology, smartphone panels utilizing flexible plastic OLED technology and ultra-large displays for television, public display and interactive whiteboard panels. In addition, we have developed differentiated sales and marketing strategies to promote our panels for such products as part of our strategy to grow our operations to meet increasing demand for new applications in consumer electronics and other markets. However, we cannot provide assurance that the differentiated products we develop and market will be responsive to our end customers' needs nor that our products will be successfully incorporated into end products or new applications that lead market growth in consumer electronics or other markets.

***Problems with product quality, including defects, in our products could result in a decrease in customers and sales, unexpected expenses and loss of market share.***

Our products are manufactured using advanced, and often new, technology and must meet stringent quality requirements. Products manufactured using advanced and new technology such as ours may contain undetected errors or defects, especially when first introduced. For example, our latest display panels may contain defects that are not detected until after they are shipped or installed because we cannot test for all possible scenarios. Such defects could cause us to incur significant re-designing costs, divert the attention of our technology personnel from product development efforts and significantly affect our customer relations and business reputation. In addition, future product failures could cause us to incur substantial expense to repair or replace defective products. We recognize a provision for warranty obligations based on the estimated costs that we expect to incur under our basic limited warranty for our products, which covers defective products and is normally valid for eighteen months from the date of purchase. The warranty provision is largely based on historical and anticipated rates of warranty claims, and therefore we cannot provide assurance that the provision would be sufficient to cover any surge in future warranty expenses that significantly exceed historical and anticipated rates of warranty claims. In addition, if we deliver products with errors or defects, or if there is a perception that our products contain errors or defects, our credibility and the market acceptance and sales of our products could be harmed. Widespread product failures may damage our market reputation and reduce our market share and cause our sales to decline.



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***We sell our products to a select group of key customers, including our largest shareholder, and any significant decrease in their order levels will negatively affect our financial condition and results of operations.***

A substantial portion of our sales is attributable to a limited group of end-brand customers and their designated system integrators. Sales attributed to our end-brand customers are for their end-brand products and do not include sales to these customers for their system integration activities for other end-brand products, if any. Our top ten end-brand customers, including LG Electronics Inc., our largest shareholder, together accounted for approximately 71% of our sales in 2011, 71% in 2012 and 76% in 2013.

We benefit from the strong collaborative relationships we maintain with our end-brand customers by participating in the development of their products and gaining insights about levels of future demand for our products and other industry trends. Customers look to us for a dependable supply of quality products, even during downturns in the industry, and we benefit from the brand recognition of our customers' end products. The loss of these end-brand customers, as a result of their entering into strategic supplier arrangements with our competitors or otherwise, would thus result not only in reduced sales, but also in the loss of these benefits. We cannot provide assurance that a select group of key end-brand customers, including our largest shareholder, will continue to place orders with us in the future at the same levels as in prior periods, or at all.

We engage in related party transactions with LG Electronics and its affiliates:

Sales to LG Electronics – sales to LG Electronics and its subsidiaries, which include sales to LG Electronics both as an end-brand customer and a system integrator, amounted to 21.4%, 21.0% and 22.9% of our sales in 2011, 2012 and 2013, respectively.

Sales to LG International – sales to LG International Corp., our affiliated trading company, and its subsidiaries amounted to 6.3%, 5.0% and 5.4% of our sales in 2011, 2012 and 2013, respectively.

We expect that we will continue to be dependent upon LG Electronics and its affiliates for a significant portion of our revenue for the foreseeable future. See Item 7.B. Related Party Transactions for a description of these related party transactions with LG Electronics and its affiliates. Our results of operations and financial condition could therefore be affected by the overall performance of LG Electronics and its affiliates.

***Any material deterioration in the financial condition of our key end-brand customers, their system integrators or our affiliated trading company will have an adverse effect on our results of operations.***

Our top ten end-brand customers together accounted for approximately 71% of our sales in 2011, 71% in 2012 and 76% in 2013. Although we negotiate directly with our end-brand customers concerning the price and quantity of the sales, for some sales transactions we invoice the end-brand customers' designated system integrators. In addition, a portion of our sales to end-brand customers and their system integrators located in certain regions are sold through our affiliated trading company, LG International and its subsidiaries. Our credit policy typically requires payment within 30 to 90 days, and payments on the vast majority of our sales have typically been collected within 60 days. Although we have not experienced any material problems relating to customer payments to date, as a result of our significant dependence on a concentrated group of end-brand customers and their designated system integrators, as well as the sales we make to our affiliated trading company and its subsidiaries, we are exposed to credit risks associated with these entities.

***Consolidation and other changes at our end-brand customers could cause sales of our products to decline.***

Mergers, acquisitions, divestments or consolidations involving our end-brand customers can present risks to our business, as management at the new entity may change the way they do business, including their transactions with us, or may decide not to use us as one of their suppliers of TFT-LCD or other products. In addition, we cannot provide assurance that a combined entity resulting from a merger, acquisition or consolidation or a newly formed entity resulting from a divestment will continue to purchase TFT-LCD or other panels from us at the same level, if at all, as each entity purchased in the aggregate when they were separate companies or that a divested company will purchase panels from us at the same level, if at all, as prior to the divestment.

***Our results of operations depend on our ability to keep pace with changes in technology.***

Advances in technology typically lead to rapid declines in sales volumes for products made with older technologies and may lead to these products becoming less competitive in the marketplace, or even obsolete. As a result, we will likely be required to make significant expenditures to develop or acquire new process and product technologies. For example, the rapidly expanding mobile display market for smart devices such as smartphones and certain tablet computers has resulted in increased demand for display panels using new energy-efficient technologies that provide for greater resolutions, wider viewing angles, high light transmittance and stability of images even when used on a touchscreen device. We have introduced mobile display products based on AH-IPS, which have helped us quickly secure a leading role in this market.

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While the TFT-LCD technology undergoes continued innovation, we and our competitors are also developing new display technologies that depart from TFT-LCD technology, such as OLED technology. In particular, we and some of our competitors have already commenced commercial production of OLED products. We commenced limited production of glass OLED panels for mobile devices for a number of our strategic customers in September 2011 and commenced mass production of flexible plastic OLED panels for smartphones in the fourth quarter of 2013 at our AP2 and E2 fabrication facilities. In addition, we started production of OLED television panels toward the end of 2012 and are in the process of converting a second set of production lines in our P8 fabrication facility, our first eighth-generation fabrication facility, for the production of OLED television panels. We expect to commence mass production on the second set of lines sometime in the second half of 2014, subject to market conditions and any changes in our investment timetable. With the launch of retail sales of flat and curved 55-inch OLED televisions by certain of our customers starting in the first and third quarters of 2013, respectively, we intend to deploy greater resources into expanding our large-sized OLED panel fabrication capabilities with the aim of establishing an early competitive edge in the market. Our ability to develop differentiated products with new display technologies and utilize advanced manufacturing processes to increase production yields while lowering production cost will be critical to our sustained competitiveness. However, we cannot provide assurance that we will be able to continue to successfully develop new products or manufacturing processes through our research and development efforts or through obtaining technology licenses, or that we will keep pace with technological changes in the marketplace.

***Our revenue depends on continuing demand for televisions, notebook computers, desktop monitors, tablet computers and mobile and other application products with panels of the type we produce. Our sales may not grow at the rate we expect if consumers do not purchase these products.***

Currently, our total sales are derived principally from customers who use our products in televisions, notebook computers, desktop monitors, tablet computers and mobile and other application products with display devices. In particular, a substantial percentage of our sales is derived from end-brand customers, or their designated system integrators, who use our panels in their televisions, which accounted for 47.7%, 45.9% and 43.6% of our total revenue in 2011, 2012 and 2013, respectively. A substantial portion of our sales is also derived from end-brand customers, or their designated system integrators, who use our panels in their notebook computers, which accounted for 13.4%, 12.5% and 10.4% of our total revenue in 2011, 2012 and 2013, respectively, those who use our panels in their desktop monitors, which accounted for 20.5%, 17.1% and 19.4% of our total revenue in 2011, 2012 and 2013, respectively, those who use our panels in their tablet computers, which accounted for 9.2%, 12.6% and 13.2% of our total revenue in 2011, 2012 and 2013, respectively, and those who use our panels in their mobile and other applications, which accounted for 9.0%, 11.5% and 13.1% of our total revenue in 2011, 2012 and 2013, respectively. Although sales of our television panels decreased in 2012 and 2013 as compared to previous years, television panels remain our largest product category in terms of revenue and we will therefore continue to be dependent on continuing demand from the television industry. In addition, we will continue to be dependent on continuing demand from the personal computer industry, the tablet computer industry and the mobile device industry for a substantial portion of our sales. Any downturn in any of those industries in which our customers operate would result in reduced demand for our products, which may in turn result in reduced revenue, lower average selling prices and/or reduced margins.

***The introduction of alternative display panel technologies, including those currently under development by our competitors and us, may erode future sales of TFT-LCD panels, which may have a material adverse effect on our financial condition and results of operations.***

New display technologies, such as OLED technology, which are at various stages of development and production by us and other display panel makers, may gain wider market acceptance than TFT-LCD technology for use in certain consumer products, such as televisions, smartphones and tablet computers, and industrial and other applications, including public displays, interactive whiteboards, entertainment systems, automotive displays, portable navigation

devices and medical diagnostic equipment. If consumers do not purchase products utilizing TFT-LCD panels as we expect, or if TFT-LCD technology itself is rendered obsolete, or if we are unable to develop and commercialize OLED and other technologies in a commercially viable and timely manner, or if consumers prefer products manufactured by our competitors utilizing competing technologies we have not adopted, this would have a material adverse effect on our financial condition and results of operations to the extent we cannot offset such loss in demand for TFT-LCD products by selling products using other display technologies.

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*We will have significant capital requirements in connection with our business strategy and if capital resources are not available we may not be able to implement our strategy and future plans.*

In connection with our strategy to further enhance the diversity and capacity of our display panel production, we estimate that we will continue to incur significant capital expenditures for the enhancement of existing production facilities, including the construction of additional production lines, and the construction of new production facilities. In March 2011, we commenced mass production at the second expansion to our P8 fabrication facility. In June 2012, we also commenced mass production at P9, our newest eighth-generation panel fabrication facility located in our Paju Display Cluster in Paju, Korea. In December 2013, we commenced mass production at our E2 fabrication facility. In addition, in May 2012, we held a groundbreaking ceremony for the construction of an eighth-generation fabrication facility in Guangzhou, China. We expect mass production to commence at the Guangzhou fabrication facility in the middle of 2014, subject to market conditions and any changes in our investment timetable. In January 2011, we signed a memorandum of understanding with Gumi City regarding its administrative support for our 1.35 trillion investment to expand our module production facilities in Gumi City, Korea, over a five-year period starting in 2011, and in July 2012, we entered into an agreement with Gumi City and North Gyeongsang Province for their administrative assistance in connection with our 1.20 trillion investment to convert existing production lines in our P61 fabrication facility located in Gumi City that produced amorphous silicon, or a-Si, based TFT backplanes into production lines that produce low temperature polycrystalline silicon, or LTPS, based TFT backplanes. Mass production on the converted LTPS production lines commenced in the first quarter of 2014. In September 2013, we entered into another memorandum of understanding with Gumi City and North Gyeongsang Province for their administrative assistance in connection with our additional 0.83 trillion investment to convert additional a-Si production lines into LTPS production lines in our P61 fabrication facility. We expect mass production to commence at the additional converted LTPS production lines in the second half of 2014, subject to market conditions and any changes in our investment timetable. In addition, starting in the first quarter of 2013, we began expanding our large-sized OLED television panel production capacity at our P8 fabrication facility, for which we expect to invest 0.71 trillion. Mass production is expected to commence at the new large-sized OLED panel production lines in the second half of 2014, subject to market conditions and any changes in our investment timetable.

In 2013, our total capital expenditure on a cash out basis amounted to 3.5 trillion. In 2014, we currently expect that our total capital expenditures on a cash out basis will be similar to that of 2013, primarily to fund the construction of our eighth-generation fabrication facility in Guangzhou, China and expansion of our OLED panel and LTPS backplane technology-based panel production capacities, as well as other expansions and improvements to our existing facilities. This amount is subject to periodic assessment, and we cannot provide any assurance that this amount may not change materially after assessment.

These capital expenditures will be made well in advance of any additional sales that will be generated from these expenditures. However, in the event of adverse market conditions, or if our actual expenditures far exceed our planned expenditures, our external financing activities combined with our internal sources of liquidity may not be sufficient to effect our current and future operational plans, and we may decide not to expand the capacity of certain of our facilities or construct new production facilities as scheduled or at all. Our ability to obtain additional financing will depend upon a number of factors outside our control, including general economic, financial, competitive, regulatory and other considerations.

In recent years, difficulties affecting the global financial sectors, adverse conditions and volatility in the worldwide credit and financial markets, fluctuations in oil and commodity prices and the general weakness of the global economy have increased the uncertainty of global economic prospects in general and have adversely affected the global and Korean economies. Because we rely on financing both within and outside of Korea from time to time, the difficulties affecting the global and Korean economies, including any increase in market volatility and their lingering effects,

could adversely affect our ability to obtain sufficient financing on commercially reasonable terms. The failure to obtain sufficient financing on commercially reasonable terms to complete our expansion plans could delay or impair our ability to pursue our business strategy, which could materially and adversely affect our business and results of operations.

***Our manufacturing processes are complex and periodic improvements to increase efficiency can expose us to potential disruptions in operations.***

The manufacturing processes for TFT-LCD, OLED and other display products are highly complex, requiring sophisticated and costly equipment that is periodically modified and upgraded to improve manufacturing yields and product performance, and reduce unit manufacturing costs. These updates expose us to the risk that from time to time production difficulties will arise that could cause delivery delays, reduced output or both. We cannot provide assurance that we will not experience manufacturing problems in achieving acceptable output, product delivery delays or both as a result of, among other factors, construction delays, difficulties in upgrading or modifying existing production lines or building new plants, difficulties in modifying existing or adopting new manufacturing line technologies or processes or delays in equipment deliveries, any of which could constrain our capacity and adversely affect our results of operations.

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***We may be unable to successfully execute our growth strategy or manage and sustain our growth on a timely basis, if at all, and, as a result, our business may be harmed.***

We have experienced, and expect to continue to experience, rapid growth in the scope and complexity of our operations due to building new fabrication facilities and the expansion and conversion of existing fabrication facilities to meet the evolving demands of our customers. For example, we increased our capacity at our Korean facilities by commencing mass production at the second expansion to our P8 fabrication facility in March 2011, P9 in June 2012 and E2 in December 2013. In addition, we converted a number of production lines in our P61 fabrication facility, which originally produced a-Si based display panels, to produce LTPS based display panels for mobile devices and commenced mass production in the first quarter of 2014. In addition, we converted a number of production lines in our P8 fabrication facility to produce OLED panels for televisions and commenced production in the fourth quarter of 2012. We are currently converting additional production lines to expand our LTPS and OLED production capacities, and we expect to commence mass production on the additional LTPS and OLED lines in the second half of 2014, subject to market conditions and any changes in our investment timetable. See Item 4.D. Property, Plants and Equipment Expansion Projects. With respect to our overseas facilities in recent years, we commenced mass production at our module production plant in Reynosa, Mexico in March 2012, and we commenced construction of an eighth-generation fabrication facility in Guangzhou, China, in May 2012. We expect mass production to commence at the Guangzhou fabrication facility in the middle of 2014, subject to market conditions and any changes in our investment timetable. See also We will have significant capital requirements in connection with our business strategy and if capital resources are not available we may not be able to implement our strategy and future plans above.

Sustained growth in the scope and complexity of our operations may strain our managerial, financial, manufacturing and other resources. We may experience manufacturing difficulties in starting new production lines, upgrading existing facilities or building new plants as a result of cost overruns, construction delays or shortages of, or quality problems with, materials, labor or equipment, any of which could result in a loss of future revenue. In addition, failure to keep up with our competitors in future investments in next-generation panel fabrication facilities or in the upgrading of manufacturing capacity of existing facilities would impair our ability to effectively compete within the display panel industry. Failure to obtain intended economic benefits from expansion projects could adversely affect our business, financial condition and results of operations.

***If we cannot maintain high capacity utilization rates, our profitability will be adversely affected.***

The production of TFT-LCD and OLED panels entails high fixed costs resulting from considerable expenditures for the construction of complex fabrication and assembly facilities and the purchase of costly equipment. We aim to maintain high capacity utilization rates so that we can allocate these fixed costs over a greater number of panels produced and realize a higher gross margin. However, due to any number of reasons, including fluctuating demand for our products or overcapacity in the display industry, we may need to reduce production, resulting in lower-than-optimal capacity utilization rates. As such, we cannot provide assurance that we will be able to sustain our capacity utilization rates in the future nor can we provide assurance that we will not reduce our utilization rates in the future as market and industry conditions change.

***Limited availability of raw materials, components and manufacturing equipment could materially and adversely affect our business, results of operations or financial condition.***

Our production operations depend on obtaining adequate supplies of quality raw materials and components on a timely basis. As a result, it is important for us to control our raw material and component costs and reduce the effects of fluctuations in price and availability. In general, we source most of our raw materials as well as key components, such as glass substrates, driver integrated circuits, polarizers and color filters used in both our TFT-LCD and OLED

products, backlight units and liquid crystal materials used in our TFT-LCD products and hole transport materials and emission materials used in our OLED products, from two or more suppliers for each key component. However, we may establish a working relationship with a single supplier if we believe it is advantageous to do so due to performance, quality, support, delivery, capacity, price or other considerations. We may experience shortages in the supply of these key components, as well as other components or raw materials, as a result of, among other things, anticipated capacity expansion in the display industry or our dependence on a limited number of suppliers. Our results of operations would be adversely affected if we were unable to obtain adequate supplies of high-quality raw materials or components in a timely manner or make alternative arrangements for such supplies in a timely manner.



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Furthermore, we may be limited in our ability to pass on increases in the cost of raw materials and components to our customers. We do not typically enter into binding long-term contracts with our customers, and even in those cases where we do enter into long-term agreements with certain of our major end-brand customers, the price terms are contained in the purchase orders which are generally placed by them one month in advance of delivery. Except under certain special circumstances, the price terms in the purchase orders are not subject to change. Prices for our products are generally determined through negotiations with our customers, based generally on the complexity of the product specifications and the labor and technology involved in the design or production processes. However, if we become subject to any significant increase in the cost of raw materials or components that were not anticipated when negotiating the price terms after the purchase orders have been placed, we may be unable to pass on such cost increases to our customers.

We have purchased, and expect to purchase, a substantial portion of our equipment from a limited number of qualified foreign and local suppliers. From time to time, increased demand for new equipment may cause lead times to extend beyond those normally required by the equipment vendors. The unavailability of equipment, delays in the delivery of equipment, or the delivery of equipment that does not meet our specifications, could delay implementation of our expansion plans and impair our ability to meet customer orders. This could result in a loss of revenue and cause financial stress on our operations.

### ***Earthquakes, tsunamis, floods and other natural calamities could materially adversely affect our business, results of operations or financial condition.***

If earthquakes, tsunamis, floods or any other natural calamities were to occur in the future in any area where any of our assets, suppliers or customers are located, our business, results of operations or financial condition could be adversely affected. A number of suppliers of our raw materials, components and manufacturing equipment, as well as customers of our products, are located in Japan, which suffered an earthquake and tsunami in March 2011, which also resulted in the release of radioactive materials from a nuclear plant that had been damaged by the earthquake. While we believe the impact was not material to our financial condition or operating results, any future recurrence of such natural calamities in Japan or any other countries where our suppliers are located may lead to shortages or delays in the supply of raw materials, components or manufacturing equipment. In addition, natural calamities in areas where our customers are located, including Japan, may cause disruptions in their businesses, which in turn could adversely impact their demand for our products.

### ***Purchase orders from our customers, which are placed generally one month in advance of delivery, vary in volume from period to period, and we operate with a modest inventory, which may make it difficult for us to efficiently allocate capacity on a timely basis in response to changes in demand.***

Our major customers and their designated system integrators provide us with three- to six-month rolling forecasts of their product requirements. However, firm orders are not placed until one month before delivery when negotiations on purchase prices are also finalized. Firm orders may be less than anticipated based on these three- to six-month forecasts. Due to the cyclical nature of the display industry, purchase order levels from our customers have varied from period to period. Although we typically operate with a two- to four-week inventory, it may be difficult for us to adjust production costs or to allocate production capacity in a timely manner to compensate for any such volatility in order volumes. Our inability to respond quickly to changes in overall demand for display products as well as changes in product mix and specifications may result in lost revenue, which would adversely affect our results of operations.

### ***We may experience losses on inventories.***

Frequent new product introductions in the computer and consumer electronics industries can result in a decline in the average selling prices of our TFT-LCD and other panels and the obsolescence of our existing TFT-LCD or other panel inventory. This can result in a decrease in the stated value of our panel inventory, which we value at the lower of cost or market value.

We manage our inventory based on our customers' and our own forecasts and typically operate with a two- to four-week inventory. Although adjustments are regularly made based on market conditions, we typically deliver our goods to the customers one month after a firm order has been placed. While we maintain open channels of communication with our major customers to avoid unexpected decreases in firm orders or subsequent changes to placed orders, and try to minimize our inventory levels, such actions by our customers may have an adverse effect on our inventory management.

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***Sanctions or judgments against us and other TFT-LCD panel producers for possible anti-competitive activities may have a direct and indirect material impact on our operations.***

In December 2006, LG Display received notices of investigation by the U.S. Department of Justice, the European Commission, the Korea Fair Trade Commission and the Japan Fair Trade Commission with respect to possible anti-competitive activities in the TFT-LCD industry. Subsequently, the Competition Bureau of Canada, the Secretariat of Economic Law of Brazil, the Taiwan Fair Trade Commission and the Federal Competition Commission of Mexico announced investigations regarding the same.

In November 2008, LG Display executed an agreement with the U.S. Department of Justice whereby LG Display and LG Display America pleaded guilty to a Sherman Antitrust Act violation and agreed to pay a single total fine of US\$400 million. In December 2008, the U.S. District Court for the Northern District of California accepted the terms of the plea agreement and entered a judgment against LG Display and LG Display America and ordered the payment of US\$400 million. The agreement resolved all federal criminal charges against LG Display and LG Display America in the United States in connection with this matter, provided that LG Display continues to cooperate with the U.S. Department of Justice in connection with the ongoing proceedings.

In December 2010, the European Commission issued a decision finding that LG Display engaged in anti-competitive activities in the TFT-LCD industry in violation of European Union competition laws, and imposed a fine of 215 million. In February 2011, LG Display filed with the European Union General Court an application for partial annulment and reduction of the fine imposed by the European Commission. In November 2011, LG Display received a request for information from the European Commission relating to certain alleged anti-competitive activities in the TFT-LCD industry and has responded to the request. In February 2014, the European Union General Court reduced the fine to 210 million. We plan to appeal the European Union General Court's decision to the European Court of Justice.

In November 2009, the Taiwan Fair Trade Commission terminated its investigation without any finding of violations or levying of fines. Also, in February 2012, the Competition Bureau of Canada terminated its investigation without any finding of violations or levying of fines. As of April 29, 2014, no decision has been issued by the Japan Fair Trade Commission, and we believe the statutory time period by which the Commission was required to have issued a decision has already lapsed. As of April 29, 2014, the investigation by the Secretariat of Economic Law of Brazil is ongoing, and LG Display filed its defense to the Secretariat of Economic Law of Brazil in February 2014.

In December 2011, the Korea Fair Trade Commission imposed a fine of 31.4 billion after finding that LG Display and certain of its subsidiaries engaged in anti-competitive activities in violation of Korean fair trade laws. In December 2011, LG Display filed an appeal of the decision with the Seoul High Court. In February 2014, the Seoul High Court annulled the decision of the Korea Fair Trade Commission. In March 2014, the Korea Fair Trade Commission filed an appeal of the Seoul High Court decision with the Supreme Court of Korea. As of April 29, 2014, no decision has been issued by the Supreme Court of Korea.

After the commencement of the U.S. Department of Justice investigation, a number of class action complaints were filed against LG Display, LG Display America and other TFT-LCD panel manufacturers in the United States and Canada alleging violation of respective antitrust laws and related laws. In a series of decisions in 2007 and 2008, the class action lawsuits in the United States were transferred to the Northern District of California for pretrial proceedings, which we refer to as the MDL Proceedings. In March 2010, the federal district court granted the class certification motion filed by the indirect purchaser plaintiffs, and granted in part and denied in part the class certification motion filed by the direct purchaser plaintiffs. In January 2011, 78 entities (including groups of affiliated entities) submitted requests for exclusion from the direct purchaser class. In April 2012, ten entities (including groups

of affiliated companies) submitted requests for exclusion from the indirect purchaser class. In addition, since 2010, the attorneys general of Arkansas, California, Florida, Illinois, Michigan, Mississippi, Missouri, New York, Oklahoma, Oregon, South Carolina, Washington, West Virginia and Wisconsin filed complaints against LG Display, alleging similar antitrust violations as alleged in the MDL Proceedings.

In June 2011, LG Display reached a settlement with the direct purchaser class, which the federal district court approved in December 2011. In July 2012, LG Display reached a settlement with the indirect purchaser class plaintiffs and with the state attorneys general of Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia and Wisconsin, which was approved by the federal district court in April 2013 and, in the case of the state attorneys general actions, by their respective state governments. In March 2013, the attorney general of Oklahoma dismissed its action as to LG Display pursuant to a separate settlement agreement. In February 2014, the attorneys general of Mississippi and South Carolina dismissed their actions as to LG Display pursuant to settlement. As of April 29, 2014, the Illinois, Oregon and Washington attorneys general actions remain pending. While the Oregon attorney general action is pending in the MDL Proceedings, the Illinois and Washington attorneys general actions are pending in their respective state courts.

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In addition, in relation to the MDL Proceedings, in 2009, ATS Claim, LLC (assignee of Ricoh Electronics, Inc.), AT&T Corp. and its affiliates, Motorola Mobility, Inc., and Electrograph Technologies Corp. and its subsidiary filed separate claims in the United States, and all of the actions were subsequently consolidated into the MDL Proceedings. In November 2010, ATS Claim, LLC dismissed its action as to LG Display pursuant to a settlement agreement. In addition, in 2010, TracFone Wireless Inc., Best Buy Co., Inc. and its affiliates, Target Corp., Sears, Roebuck and Co., Kmart Corp., Old Comp Inc., Good Guys, Inc., RadioShack Corp., Newegg Inc., Costco Wholesale Corp., Sony Electronics, Inc. and its affiliate, SB Liquidation Trust and the trustee of the Circuit City Stores, Inc. Liquidation Trust filed claims in the United States. In addition, in 2011, the AASI Creditor Liquidating Trust on behalf of All American Semiconductor Inc., CompuCom Systems, Inc., Interbond Corporation of America, Jaco Electronics, Inc., Office Depot, Inc., P.C. Richard & Son Long Island Corporation, MARTA Cooperative of America, Inc., ABC Appliance, Inc., Schultze Agency Services, LLC on behalf of Tweeter Opco, LLC and its affiliate, T-Mobile U.S.A., Inc., Tech Data Corporation and its affiliate filed similar claims in the United States. In 2012, ViewSonic Corp., NECO Alliance LLC, Rockwell Automation LLC, Proview Technology Inc. and its affiliates filed similar claims. In November 2013, Acer America Corporation and its affiliates filed similar claims in the United States. To the extent these claims were not filed in the MDL Proceedings, they have been transferred to the MDL Proceedings for pretrial proceedings. In December 2012, Sony Europe Limited and its affiliate filed similar claims in the High Court of Justice in the United Kingdom. In January 2013, AT&T Corp. and its affiliates dismissed their action as to LG Display pursuant to settlement. In January 2013, the trustee of Circuit City Stores, Inc. Liquidation Trust dismissed its action as to LG Display pursuant to settlement, which was approved by the U.S. Bankruptcy Court. In April 2013, Sony Electronics, Inc. and Sony Europe Limited, together with their respective affiliates, dismissed their actions as to LG Display pursuant to settlement. LG Display reached a settlement with T-Mobile, U.S.A., Inc. in April 2013. In August 2013, Best Buy Co., Inc. and its affiliates dismissed their actions as to LG Display pursuant to settlement. In September 2013, Target Corporation, Sears, Roebuck and Co., Kmart Corporation, Old Comp Inc., Good Guys, Inc., RadioShack Corporation, and Newegg, Inc. dismissed their actions as to LG Display pursuant to settlement. In October 2013, Rockwell Automation, Inc., Jaco Electronics, Inc. and ViewSonic Corporation dismissed their actions as to LG Display pursuant to settlement.

In 2007, class action complaints alleging violations of Canada competition laws were filed against LG Display and other TFT-LCD manufacturers in Canadian provinces of British Columbia, Ontario and Quebec. The Ontario Superior Court of Justice certified the class action complaints filed by the direct and indirect purchasers in May 2011. We are pursuing an appeal of the class certification decision. The actions in Quebec and British Columbia have been stayed.

In December 2013, a class action complaint was filed in the Central District in Israel. As of April 29, 2014, we have yet to receive the service of complaint from the class. We plan to vigorously defend against any claims asserted by the class.

In October 2012, Arkema France and Altuglas International SAS filed a request for arbitration in the International Court of Arbitration of the International Chamber of Commerce regarding the termination of a supply contract with LG Display. In April 2014, LG Display and Arkema France reached settlement.

In April 2014, Deyi Investment Limited filed a complaint against LG Display in the High Court of the Hong Kong Special Administrative Region Court of First Instance alleging breach of contract. As of April 29, 2014, we have yet to receive the service of the complaint. We plan to vigorously defend against the claims asserted by the plaintiff.

In each of these ongoing matters, we are continually evaluating the merits of the respective claims and vigorously defending ourselves. Irrespective of the validity or the successful assertion of the claims described above, we may incur significant costs with respect to litigating or settling any or all of the asserted claims. See Item 8.A. Consolidated Statements and Other Financial Information Legal Proceedings Antitrust and Others for a description of these matters.

While we continue to vigorously defend the various proceedings described above, it is possible that one or more proceedings may result in cash outflow to settle or resolve these claims. We have recognized provisions with respect to those legal claims in which our management has concluded that there is a present or constructive obligation arising from a past event, it is more likely than not that an outflow of resources will result, and the amount of the assessment and/or remediation can be reasonably estimated. However, actual outcome may be materially different from that estimated as of December 31, 2013 and may have a material adverse effect on our operating results or financial condition.

***We need to observe certain financial and other covenants under the terms of our debt obligations, the failure to comply with which would put us in default under such debt obligations.***

We are subject to financial and other covenants, including maintenance of credit ratings and debt-to-equity ratios, under certain of our debt obligations. The documentation for such debt also contains negative pledge provisions limiting our ability to provide liens on our assets as well as cross-default and cross-acceleration clauses, which give related creditors the right to accelerate the amounts due under such debt if an event of default or acceleration has occurred with respect to our existing or future indebtedness, or if any material part of our indebtedness or indebtedness of our subsidiaries is capable of being declared payable before the stated maturity date. In addition, such covenants restrict our ability to raise future debt financing.

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If we breach the financial or other covenants contained in the documentation governing our debt obligations, our financial condition will be adversely affected to the extent we are not able to cure such breaches, obtain a waiver from the relevant lenders or debtholders or repay the relevant debt.

***Our results of operations are subject to exchange rate fluctuations.***

There has been considerable volatility in foreign exchange rates in recent years, including rates between the Korean Won and the U.S. dollar and between the Korean Won and the Japanese Yen. To the extent that we incur costs in one currency and make sales in another, our profit margins may be affected by changes in the exchange rates between the two currencies.

Our sales of display panels are denominated mainly in U.S. dollars, whereas our purchases of raw materials are denominated mainly in U.S. dollars and Japanese Yen. Our expenditures on capital equipment are denominated principally in Korean Won. In 2013, 97.5% of our sales were denominated in U.S. dollars. During the same period, 83.2% of our purchases of raw materials and components were denominated in U.S. dollars and 15.5% in Japanese Yen. In addition, 57.5% of our equipment purchases and construction costs were denominated in Korean Won, 17.5% in Chinese Renminbi, 13.8% in Japanese Yen and 10.8% in U.S. dollars.

Accordingly, fluctuations in exchange rates, in particular between the U.S. dollar and the Korean Won as well as between the Japanese Yen and the Korean Won, affect our pre-tax income, and in recent years, the value of the Won relative to the U.S. dollar and Japanese Yen has fluctuated widely. See Item 3.A. Selected Financial Data Exchange Rates. Although a depreciation of the Korean Won against the U.S. dollar increases the Korean Won value of our export sales and enhances the price-competitiveness of our products in foreign markets in U.S. dollar terms, it also increases the cost of imported raw materials and components in Korean Won terms and our cost in Korean Won of servicing our U.S. dollar denominated debt. A depreciation of the Korean Won against the Japanese Yen increases the Korean Won cost of our Japanese Yen denominated purchases of raw materials and components and, to the extent we have any debt denominated in Japanese Yen, our cost in Korean Won of servicing such debt, but has relatively little impact on our sales as most of our sales are denominated in U.S. dollars. In addition, continued exchange rate volatility may also result in foreign exchange losses for us. Although a depreciation of the Korean Won against the U.S. dollar, in general, has a net positive impact on our results of operations that more than offsets the net negative impact caused by a depreciation of the Korean Won against the Japanese Yen, we cannot provide assurance that the exchange rate of the Korean Won against foreign currencies will not be subject to significant fluctuations, including a sharp appreciation of the Korean Won against the U.S. dollar or the Japanese Yen, or that the impact of such fluctuations will not adversely affect the results of our operations.

***Our business relies on our patent rights which may be narrowed in scope or found to be invalid or otherwise unenforceable.***

Our success will depend, to a significant extent, on our ability to obtain and enforce our patent rights both in Korea and worldwide. The coverage claimed in a patent application can be significantly reduced before a patent is issued, either in Korea or abroad. Consequently, we cannot provide assurance that any of our pending or future patent applications will result in the issuance of patents. Patents issued to us may be subjected to further proceedings limiting their scope and may not provide significant proprietary protection or competitive advantage. Our patents also may be challenged, circumvented, invalidated or deemed unenforceable. In addition, because patent applications in certain countries generally are not published until more than 18 months after they are first filed, because we currently monitor patent applications filed only by other parties in Korea, Japan and the United States, and because publication of discoveries in scientific or patent literature often lags behind actual discoveries, we cannot be certain that we were, or any of our licensors was, the first creator of inventions covered by pending patent applications, that we or any of our

licensors will be entitled to any rights in purported inventions claimed in pending or future patent applications, or that we were, or any of our licensors was, the first to file patent applications on such inventions.

Furthermore, pending patent applications or patents already issued to us or our licensors may become subject to dispute, and any dispute could be resolved against us. For example, we may become involved in re-examination, reissue or interference proceedings and the result of these proceedings could be the invalidation or substantial narrowing of our patent claims. We also could be subject to court proceedings that could find our patents invalid or unenforceable or could substantially narrow the scope of our patent claims. In addition, depending on the jurisdiction, statutory differences in patentable subject matter may limit the protection we can obtain on some of our inventions.

***Failure to protect our intellectual property rights could impair our competitiveness and harm our business and future prospects.***

We believe that developing new products and technologies that can be differentiated from those of our competitors is critical to the success of our business. We take active measures to obtain international protection of our intellectual property by obtaining patents and undertaking monitoring activities in our major markets. However, we cannot assure you that the measures we are taking will effectively deter competitors from improper use of our proprietary technologies. Our competitors may misappropriate our intellectual property, disputes as to ownership of intellectual property may arise and our intellectual property may otherwise become known or independently developed by our competitors.



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Any failure to protect our intellectual property could impair our competitiveness and harm our business and future prospects.

***Our rapid introduction of new technologies and products may increase the likelihood that third parties will assert claims that our products infringe upon their proprietary rights.***

The rapid technological changes that characterize our industry require that we quickly implement new processes and components with respect to our products. Often with respect to recently developed processes and components, a degree of uncertainty exists as to who may rightfully claim ownership rights in such processes and components. Uncertainty of this type increases the risk that claims alleging that such components or processes infringe upon third party rights may be brought against us. Although we take and will continue to take steps to ensure that our new products do not infringe upon third party rights, if our products or manufacturing processes are found to infringe upon third party rights, we may be subject to significant liabilities and be required to change our manufacturing processes or be prohibited from manufacturing certain products, which could have a material adverse effect on our operations and financial condition.

We may be required to defend against charges of infringement of patent or other proprietary rights of third parties. Although patent and other intellectual property disputes in our industry have often been settled through licensing or similar arrangements, such defense could require us to incur substantial expense and to divert significant resources of our technical and management personnel, and could result in our loss of rights to develop or make certain products or require us to pay monetary damages or royalties to license proprietary rights from third parties. Furthermore, we cannot be certain that the necessary licenses would be available to us on acceptable terms, if at all. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing and selling certain of our products. Any such litigation, whether successful or unsuccessful, could result in substantial costs to us and diversions of our resources, either of which could adversely affect our business.

In February 2007, Anvik Corporation filed a complaint in the U.S. District Court for the Southern District of New York against LG Display and LG Display America, along with other TFT-LCD manufacturing companies, for alleged patent infringement in connection with the use of photo-masking equipment manufactured by Nikon Corporation. In April 2012, the district court granted Nikon Corporation's motion for summary judgment of invalidity of the patents-in-suit and entered a judgment in favor of Nikon Corporation, LG Display and LG Display America and the other TFT-LCD manufacturing companies, dismissing the case. Anvik Corporation appealed the district court's decision to the U.S. Court of Appeals for the Federal Circuit in April 2012. In March 2013, the U.S. Court of Appeals for the Federal Circuit reversed the district court's summary judgment ruling and remanded the case back to the district court for further proceedings. In January 2014, LG Display and Anvik Corporation filed a stipulation for dismissal of the case and amicably settled all claims between the parties.

In February 2012, the United States International Trade Commission, or USITC, granted a motion by Industrial Technology Research Institute, or ITRI, to add LG Display and LG Display America as additional respondents in a Section 337 investigation pending before the USITC. ITRI sought an exclusion order prohibiting the importation of televisions and monitors incorporating LG Display's products into the United States for alleged patent infringement. In October 2012, USITC issued a preliminary finding that LG Display and LG Display America had not infringed ITRI's patents. In May 2013, USITC issued a final determination finding that the asserted patent was invalid and LG Display and LG Display America had not infringed ITRI's asserted patent. ITRI appealed USITC's decision to the United States Court of Appeals for the Federal Circuit.

In December 2013, Delaware Display Group LLC and Innovative Display Technologies LLC filed a complaint in the U.S. District Court for the District of Delaware against LG Display and LG Display America for alleged patent infringement. LG Display is currently defending against their claims.

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In September 2012, Samsung Display filed a complaint in the Seoul Central District Court against LG Display claiming misappropriation of trade secrets relating to OLED technology and seeking injunctive relief. In September 2012, LG Display filed a complaint in the Seoul Central District Court against Samsung Display and Samsung Electronics claiming infringement of certain of LG Display's patents relating to OLED display technology and manufacturing methods and sought monetary damages. In addition, in December 2012, Samsung Display filed a complaint in the Seoul Central District Court against LG Display and LG Electronics claiming infringement of certain of Samsung Display's patents relating to TFT-LCD technology and sought monetary damages. Also, in December 2012, LG Display filed an application in the Seoul Central District Court seeking temporary injunctive relief to prohibit Samsung Display and Samsung Electronics from manufacturing and selling products that we claimed to be infringing upon certain of LG Display's patents relating to IPS technology and the related manufacturing methods. In February 2013, under the mediation of the Korean government, LG Display and Samsung Display agreed in principle to work toward resolving the foregoing patent infringement proceedings through an amicable settlement. In September 2013, LG Display and Samsung Display reached an amicable settlement and withdrew their respective claims.

***We rely on technology provided by third parties and our business will suffer if we are unable to renew our licensing arrangements with them.***

From time to time, we have obtained licenses for patent, copyright, trademark and other intellectual property rights to process and device technologies used in the production of our display panels. We have entered into key licensing arrangements with third parties, for which we have made, and continue to make, periodic license fee payments. In addition, we also have cross-license agreements with certain other third parties. These agreements terminate upon the expiration of the respective terms of the patents. See Item 5.C. Research and Development, Patents and Licenses, etc. Intellectual Property License Agreements.

If we are unable to renew our technology licensing arrangements on acceptable terms, we may lose the legal protection to use certain of the processes we employ to manufacture our products and be prohibited from using those processes, which may prevent us from manufacturing and selling certain of our products, including our key products. In addition, we could be at a disadvantage if our competitors obtain licenses for protected technologies on more favorable terms than we do.

In the future, we may also need to obtain additional patent licenses for new or existing technologies. We cannot provide assurance that these license agreements can be obtained or renewed on acceptable terms or at all, and if not, our business and operating results could be adversely affected.

***We rely upon trade secrets and other unpatented proprietary know-how to maintain our competitive position in the display panel industry and any loss of our rights to, or unauthorized disclosure of, our trade secrets or other unpatented proprietary know-how could negatively affect our business.***

We also rely upon trade secrets, unpatented proprietary know-how and information, as well as continuing technological innovation in our business. The information we rely upon includes price forecasts, core technology and key customer information. We enter into confidentiality agreements with each of our employees and consultants upon the commencement of an employment or consulting relationship. These agreements generally provide that all inventions, ideas, discoveries, improvements and copyrightable material made or conceived by the individual arising out of the employment or consulting relationship and all confidential information developed or made known to the individual during the term of the relationship is our exclusive property. We cannot provide assurance that these types of agreements will be fully enforceable, or that they will not be breached. We also cannot be certain that we will have adequate remedies for any such breach. The disclosure of our trade secrets or other know-how as a result of such a breach could adversely affect our business. Also, our competitors may come to know about or determine our trade

secrets and other proprietary information through a variety of methods. Disputes may arise concerning the ownership of intellectual property or the applicability or enforceability of our confidentiality agreements, and there can be no assurance that any such disputes would be resolved in our favor. Furthermore, others may acquire or independently develop similar technology, or if patents are not issued with respect to technologies arising from our research, we may not be able to maintain information pertinent to such research as proprietary technology or trade secrets and that could have an adverse effect on our competitive position within the display panel industry.

***We rely on key researchers and engineers, senior management and production facility operators, and the loss of the services of any such personnel or the inability to attract and retain them may negatively affect our business.***

Our success depends to a significant extent upon the continued service of our research and development and engineering personnel, and on our ability to continue to attract, retain and motivate qualified researchers and engineers, especially during periods of rapid growth. In particular, our focus on leading the market in introducing new products and advanced manufacturing processes has meant that we must aggressively recruit research and development personnel and engineers with expertise in cutting-edge technologies.

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We also depend on the services of experienced key senior management, and if we lose their services, it would be difficult to find and integrate replacement personnel in a timely manner, if at all. We also employ highly skilled line operators at our various production facilities.

The loss of the services of any of our key research and development and engineering personnel, senior management or skilled operators without adequate replacement, or the inability to attract new qualified personnel, would have a material adverse effect on our operations.

***The interests of LG Electronics, our largest shareholder, and any directors or officers nominated by it, may differ from or conflict with those of us or our other shareholders.***

When exercising its rights as our largest shareholder, LG Electronics may take into account not only our interests but also its interests and the interests of its affiliates. The interests of display businesses of LG Electronics may at times conflict with ours since the growth of our business depends, in part, on successful competition with other display technologies. These conflicts may result in alternative display technologies gaining wider market acceptance than TFT-LCDs or a decision by our largest shareholder to sell products using other display technologies.

Various other conflicts of interest between LG Electronics and us may arise in the future in a number of areas relating to our business, including potential acquisitions of businesses or properties, incurrence of indebtedness, financial commitments, sales and marketing functions, indemnity arrangements, service arrangements and the exercise by LG Electronics of significant influence over our management and affairs. See Item 6.A. Directors and Senior Management for a description of the composition of our current board of directors and senior management.

***Labor unrest may disrupt our operations.***

As of December 31, 2013, approximately 72% of our total employees, including those of our subsidiaries, were union members, and production employees accounted for substantially all of these members. We have a collective bargaining arrangement with our labor union, which is negotiated once a year. Any deterioration in our relationship with our employees or labor unrest resulting in a work stoppage or strike may have a material adverse effect on our financial condition and results of operations.

***We may be exposed to potential claims for unpaid wages and become subject to additional labor costs arising from the Supreme Court of Korea's interpretation of ordinary wages.***

Under the Labor Standards Act, an employee is legally entitled to ordinary wages. Under the guidelines previously issued by the Ministry of Employment and Labor (formerly the Ministry of Labor), ordinary wages include base salary and certain fixed monthly allowances for overtime work performed during night shifts and holidays. Prior to the Supreme Court of Korea's decision described below, we and other companies in Korea had interpreted these guidelines as excluding from the scope of ordinary wages, fixed bonuses that are paid other than on a monthly basis, namely on a bi-monthly, quarterly or biannual basis.

On December 18, 2013, the Supreme Court of Korea ruled that regular bonuses (including those that are paid other than on a monthly basis) shall be deemed ordinary wages if these bonuses are paid regularly and uniformly on a fixed basis notwithstanding differential amounts based on seniority. Under this decision, any collective bargaining agreement or labor-management agreement which attempts to exclude such regular bonuses from ordinary wage will be deemed void for violation of the mandatory provisions of Korean law. However, the Supreme Court of Korea further ruled that an employee's claim for underpayments under the expanded scope of ordinary wages for the past three years within the statute of limitations may be denied based on principles of good faith if (i) there is an agreement

between the employer and employees that the regular bonus shall be excluded from ordinary wage in determining the total amount of wage, (ii) such claim results in further wage payments that far exceed the level of total amount of wage agreed between the employer and employees and (iii) such claim would cause an unexpected financial burden to the employer leading to material managerial difficulty or a threat to the employer's existence. The principles of good faith, however, do not apply to an agreement on wages entered into between the employer and employees after December 18, 2013, the date of the above decision of the Supreme Court of Korea.

While we anticipate that it is not likely that this decision would result in additional labor costs to us in the form of additional payments under the expanded scope of ordinary wages incurred in the past three years, if any such additional payments are incurred, they may have an adverse effect on our financial condition and results of operation.

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***We are subject to strict environmental regulations and we may be subject to fines or restrictions that could cause our operations to be interrupted.***

Our manufacturing processes generate chemical waste, waste water and other industrial waste at various stages in the manufacturing process, and we are subject to a variety of laws and regulations relating to the use, storage, discharge and disposal of such chemical by-products and waste substances. We have installed various types of anti-pollution equipment, consistent with industry standards, for the treatment of chemical waste and equipment for the recycling of treated waste water at our various facilities. See Item 4.B. Business Overview Environmental Matters for a description of the anti-pollution equipment that we have installed in our various facilities. However, we cannot provide assurance that environmental claims will not be brought against us or that the local or national governments will not take steps toward adopting more stringent environmental standards.

Any failure on our part to comply with any present or future environmental regulations could result in the assessment of damages or imposition of fines against us, suspension of production or a cessation of operations. In addition, environmental regulations could require us to acquire costly equipment or to incur other significant compliance expenses that may materially and negatively affect our financial condition and results of operations.

### **Risks Relating to our American Depositary Shares, or ADSs, or our Common Stock**

***Future sales of shares of our common stock in the public market may depress our stock price and make it difficult for you to recover the full value of your investment in our common stock or our ADSs.***

We cannot predict the effect, if any, that market sales of shares of our common stock or the availability of our common stock for sale will have on the market price of our common stock prevailing from time to time. Our largest shareholder, LG Electronics, currently owns 37.9% of our voting stock. There is no assurance that LG Electronics will not sell all or a part of its ownership interest in us.

Any future sales by LG Electronics or any future issuance by us of a significant number of shares of our common stock in the public market, or the perception that any of these events may occur, could cause the market price of our common stock to decrease or to be lower than it might be in the absence of these events or perceptions.

***Our public shareholders may have more difficulty protecting their interests than they would as shareholders of a U.S. corporation.***

Our corporate affairs are governed by our articles of incorporation and by the laws governing Korean corporations. The rights and responsibilities of our shareholders and members of our board of directors under Korean law may be different from those that apply to shareholders and directors of a U.S. corporation. For example, minority shareholder rights afforded under Korean law often require the minority shareholder to meet minimum shareholding requirements in order to exercise certain rights. In the case of public companies, a shareholder must own, individually or collectively with other shareholders, at least 0.01% of our common stock for at least six consecutive months in order to file a derivative suit on our behalf. While the facts and circumstances of each case will differ, the duty of care required of a director under Korean law may not be the same as the fiduciary duty of a director of a U.S. corporation. Therefore, holders of our common stock or our ADSs may have more difficulty protecting their interests against actions of our management, members of our board of directors or controlling shareholders than they would as shareholders of a U.S. corporation.

***You may be limited in your ability to deposit or withdraw the common stock underlying the ADSs, which may adversely affect the value of your investment.***

Under the terms of our deposit agreement, holders of common stock may deposit such common stock with the depositary's custodian in Korea and obtain ADSs, and holders of ADSs may surrender ADSs to the depositary and receive common stock. However, to the extent that a deposit of common stock exceeds the difference between:

the aggregate number of shares of common stock we have consented to allow to be deposited for the issuance of ADSs (including deposits in connection with offerings of ADSs and stock dividends or other distributions relating to ADSs); and

the number of shares of common stock on deposit with the custodian for the benefit of the depositary at the time of such proposed deposit,



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such common stock will not be accepted for deposit unless (1) our consent, subject to governmental authorization, with respect to such deposit has been obtained or (2) such consent is no longer required under Korean laws and regulations.

Under the terms of the deposit agreement, no consent is required if the shares of common stock are obtained through a dividend, free distribution, rights offering or reclassification of such stock. The current limit on the number of shares that may be deposited into our ADR facility is 68,095,700 as of April 29, 2014. The number of shares issued or sold in any subsequent offering by us or our major shareholders, subject to government authorization, raises the limit on the number of shares that may be deposited into the ADR facility, except to the extent such deposit is prohibited by applicable laws or violates our articles of incorporation, or we decide with the ADR depository to limit the number of shares of common stock so offered that would be eligible for deposit under the deposit agreement in order to maintain liquidity for the shares in Korea as may be requested by the relevant Korean authorities. We might not consent to the deposit of any additional shares of common stock. As a result, if a holder surrenders ADSs and withdraws common stock, it may not be able to deposit the common stock again to obtain ADSs.

***Holders of ADSs will not have preemptive rights in some circumstances.***

The Korean Commercial Code of 1962, as amended, and our articles of incorporation require us, with some exceptions, to offer shareholders the right to subscribe for new shares of our common stock in proportion to their existing shareholding ratio whenever new shares are issued, except under certain circumstances as provided in our articles of incorporation. Accordingly, if we issue new shares to non-shareholders based on such exception, a holder of our ADSs may experience dilution in its holdings. Furthermore, if we offer any right to subscribe for additional shares of our common stock or any rights of any other nature to existing shareholders subject to their preemptive rights, the depository, after consultation with us, may make the rights available to holders of our ADSs or use reasonable efforts to dispose of the rights on behalf of such holders and make the net proceeds available to such holders. The depository, however, is not required to make available to holders any rights to purchase any additional shares of our common stock unless it deems that doing so is lawful and feasible and

a registration statement filed by us under the U.S. Securities Act of 1933, as amended, is in effect with respect to those shares; or

the offering and sale of those shares is exempt from or is not subject to the registration requirements of the Securities Act.

We are under no obligation to file any registration statement with the SEC or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, a holder of our ADSs may be unable to participate in our rights offerings and may experience dilution in its holdings. If a registration statement is required for a holder of our ADSs to exercise preemptive rights but is not filed by us or is not declared effective, the holder will not be able to exercise its preemptive rights for additional ADSs and it will suffer dilution of its equity interest in us. If the depository is unable to sell rights that are not exercised or not distributed or if the sale is not lawful or feasible, it will allow the rights to lapse, in which case the holder will receive no value for these rights.

***Holders of ADSs will not be able to exercise dissent and appraisal rights unless they have withdrawn the underlying shares of our common stock and become our direct shareholders.***

In some limited circumstances, including the transfer of the whole or any significant part of our business and our merger or consolidation with another company, dissenting shareholders have the right to require us to purchase their shares under Korean law. However, a holder of our ADSs will not be able to exercise such dissent and appraisal rights if the depositary refuses to do so on their behalf. Our deposit agreement does not require the depositary to take any action in respect of exercising dissent and appraisal rights. In such a situation, holders of our ADSs must initiate the withdrawal of the underlying common stock from the ADS facility (and incur charges relating to that withdrawal) by the day immediately following the date of public disclosure of our board of directors' resolution of a merger or other events triggering appraisal rights and become our direct shareholder prior to the record date of the shareholders meeting at which the relevant transaction is to be approved, in order to exercise dissent and appraisal rights.

***Dividend payments and the amount you may realize upon a sale of our common stock or ADSs that you hold will be affected by fluctuations in the exchange rate between the U.S. dollar and the Korean Won.***

Cash dividends, if any, in respect of the shares represented by our ADSs will be paid to the depositary in Korean Won and then converted by the depositary into U.S. dollars, subject to certain conditions. Accordingly, fluctuations in the exchange rate between the Korean Won and the U.S. dollar will affect, among other things, the amounts a holder will receive from the depositary in respect of dividends, the U.S. dollar value of the proceeds that a holder would receive upon sale in Korea of the shares of our common stock obtained upon surrender of ADSs and the secondary market price of ADSs. Such fluctuations will also affect the U.S. dollar value of dividends and sales proceeds received by holders of our common stock.

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**Risks Relating to Korea**

*If economic conditions in Korea deteriorate, our current business and future growth could be materially and adversely affected.*

In recent years, adverse conditions and volatility in the worldwide financial markets, fluctuations in oil and commodity prices and the general weakness of the U.S. and global economy have contributed to the uncertainty of global economic prospects in general and have adversely affected, and may continue to adversely affect, the Korean economy. The value of the Won relative to major foreign currencies in general and the U.S. dollar in particular has also fluctuated widely. See Item 3.A. Selected Financial Data Exchange Rates. A depreciation of the Won increases the cost of imported goods and services and the Won revenue needed by Korean companies to service foreign currency denominated debt. An appreciation of the Won, on the other hand, causes export products of Korean companies to be less competitive by raising their prices in terms of the relevant foreign currency and reduces the Won value of such export sales. Furthermore, as a result of adverse global and Korean economic conditions, there has been continuing volatility in the stock prices of Korean companies. See Item 9.C. Markets The Korea Exchange. Future declines in the KOSPI and large amounts of sales of Korean securities by foreign investors and subsequent repatriation of the proceeds of such sales may continue to adversely affect the value of the Won, the foreign currency reserves held by financial institutions in Korea, and the ability of Korean companies to raise capital. Any future deterioration of the Korean or global economy could adversely affect our business, financial condition and results of operations.

Developments that could have an adverse impact on Korea's economy in the future include:

difficulties in the financial sectors in Europe and elsewhere and increased sovereign default risks in selected countries, such as Argentina, and the resulting adverse effects on the global financial markets;

adverse changes or volatility in foreign currency reserve levels, commodity prices (including oil prices), exchange rates (including fluctuation of the U.S. dollar or Japanese Yen exchange rates or revaluation of the Chinese Renminbi), interest rates, inflation rates or stock markets;

continuing adverse conditions in the economies of countries that are important export markets for Korea, such as the United States, Japan and China, or in emerging market economies in Asia or elsewhere;

any adverse economic impact from the recently commenced scale-down by the U.S. Federal Reserve Board of its quantitative easing stimulus program;

further decreases in the market prices of Korean real estate;

increasing delinquencies and credit defaults by consumer and small- and medium-sized enterprise borrowers;

declines in consumer confidence and a slowdown in consumer spending;

the continued emergence of the Chinese economy, to the extent its benefits (such as increased exports to China) are outweighed by its costs (such as competition in export markets or for foreign investment and the relocation of the manufacturing base from Korea to China);

social and labor unrest;

a decrease in tax revenue and a substantial increase in the Korean government's expenditures for fiscal stimulus measures, unemployment compensation and other economic and social programs that, together, would lead to an increased Korean government budget deficit;

financial problems or lack of progress in the restructuring of large troubled companies, their suppliers or the financial sector;

loss of investor confidence arising from corporate accounting irregularities or corporate governance issues at certain Korean companies;

the economic impact of any pending or future free trade agreements;

geo-political uncertainty and risk of further attacks by terrorist groups around the world;

the occurrence of severe health epidemics in Korea or other parts of the world;

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deterioration in economic or diplomatic relations between Korea and its trading partners or allies, including deterioration resulting from territorial or trade disputes or disagreements in foreign policy;

political uncertainty or increasing strife among or within political parties in Korea;

natural disasters that have a significant adverse economic or other impact on Korea or its major trading partners;

hostilities or political or social tensions involving oil producing countries in the Middle East or North Africa and any material disruption in the supply of oil or increase in the price of oil; and

an increase in the level of tensions or an outbreak of hostilities between North Korea and Korea or the United States.

***Escalations in tensions with North Korea could have an adverse effect on us and the market value of our common stock.***

Relations between Korea and North Korea have been tense throughout Korea's modern history. The level of tension between the two Koreas has fluctuated and may increase abruptly as a result of future events. In particular, since the death of Kim Jong-il in December 2011, there has been increased uncertainty with respect to the future of North Korea's political leadership and concern regarding its implications for political and economic stability in the region. Although Kim Jong-il's third son, Kim Jong-un, has assumed power as his father's designated successor, the long-term outcome of such leadership transition remains uncertain.

In addition, there have been heightened security concerns in recent years stemming from North Korea's nuclear weapon and long-range missile programs as well as its hostile military and other actions against Korea. Some of the significant incidents in recent years include the following:

In April 2013, North Korea blocked access to the inter-Korean industrial complex in its border city of Gaeseong to South Koreans, while the United States deployed nuclear-capable stealth bombers and destroyers to Korean air and sea space as part of its joint military exercises with Korea.

In March 2013, North Korea stated that it had entered a state of war with Korea, declaring the 1953 armistice invalid, and put its artillery at the highest level of combat readiness to protest the Korea-U.S. joint military exercises and additional international sanctions imposed on North Korea for its missile and nuclear tests.

North Korea renounced its obligations under the Nuclear Non-Proliferation Treaty in January 2003 and conducted three rounds of nuclear tests between October 2006 to February 2013, which increased tensions in the region and elicited strong objections worldwide. In response, the United Nations Security Council unanimously passed resolutions that condemned North Korea for the nuclear tests

and expanded sanctions against North Korea, most recently in March 2013.

In December 2012, North Korea launched a satellite into orbit using a long-range rocket, despite concerns in the international community that such a launch would be in violation of the agreement with the United States as well as United Nations Security Council resolutions that prohibit North Korea from conducting launches that use ballistic missile technology.

In November 2010, North Korea fired more than one hundred artillery shells that hit Korea's Yeonpyeong Island near the Northern Limit Line, which acts as the de facto maritime boundary between Korea and North Korea on the west coast of the Korean peninsula, causing casualties and significant property damage. The Korean government condemned North Korea for the attack and vowed stern retaliation should there be further provocation. In March 2010, a Korean naval vessel was destroyed by an underwater explosion, killing many of the crewmen on board. The Korean government formally accused North Korea of causing the sinking, while North Korea denied responsibility.

North Korea's economy also faces severe challenges. For example, in November 2009, the North Korean government redenominated its currency at a ratio of 100 to 1 as part of a currency reform undertaken in an attempt to control inflation and reduce income gaps. In tandem with the currency redenomination, the North Korean government banned the use or possession of foreign currency by its residents and closed down privately run markets, which led to severe inflation and food shortages. Such developments may further aggravate social and political tensions within North Korea.

There can be no assurance that the level of tension on the Korean peninsula will not escalate in the future. Any further increase in tensions, which may occur, for example, if North Korea experiences a leadership crisis, high level contacts between Korea and North Korea break down or military hostilities occur, could have a material adverse effect on our operations and the market value of our common stock and ADSs.

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*If the Korean government deems that emergency circumstances are likely to occur, it may restrict holders of our ADSs and the depositary from converting and remitting dividends and other amounts in U.S. dollars.*

Under the Korean Foreign Exchange Transaction Law, if the Korean government deems that certain emergency circumstances, including sudden fluctuations in interest rates or exchange rates, extreme difficulty in stabilizing the balance of payments or substantial disturbance in the Korean financial and capital markets, are likely to occur, it may impose any necessary restrictions as requiring Korean or foreign investors to obtain prior approval from the Minister of Strategy and Finance for the acquisition of Korean securities or the repatriation of interest, dividends or sales proceeds arising from disposition of such securities or other transactions involving foreign exchange. See Item 10.D. Exchange Controls.

## **Item 4. INFORMATION ON THE COMPANY**

### **Item 4.A. History and Development of the Company**

We are a leading innovator of thin-film transistor liquid crystal display, or TFT-LCD, technology and other display panel technologies, including OLED technology. We manufacture display panels in a broad range of sizes and specifications primarily for use in televisions, notebook computers, desktop monitors, tablet computers and various other applications, including mobile devices.

The origin of our TFT-LCD business can be traced to the TFT-LCD research that began in 1987 at the Goldstar R&D Center, which was then part of LG Electronics Inc. TFT-LCD research continued at the Anyang R&D Center, a research and development center established by LG Electronics in 1990 in Anyang, Korea, which was subsequently moved to our Paju Display Cluster in 2008, and which today continues to lead our technology innovation efforts. In 1993, the TFT-LCD business division was launched within LG Electronics, and in September 1995 mass production of TFT-LCD panels began at P1, its first fabrication facility, producing mainly TFT-LCD panels for notebook computers and other applications. In December 1997, LG Semicon Inc., a subsidiary of LG Electronics, began mass production at P2, producing mainly TFT-LCD panels for notebook computers.

We were incorporated in 1985 under the laws of the Republic of Korea under the original name of LG Soft, Ltd., a subsidiary of LG Electronics whose main business was the development and marketing of software. At the end of 1998, LG Electronics and LG Semicon transferred their respective TFT-LCD-related businesses to LG Soft, which, as part of the business transfer, changed its name to LG LCD Co., Ltd.

In July 1999, LG Electronics entered into a joint venture agreement with Koninklijke Philips Electronics N.V., pursuant to which Philips Electronics acquired a 50% interest in LG LCD. In connection with this transaction, LG LCD transferred its existing software-related business to LG Electronics in order to focus solely on the TFT-LCD business. The joint venture, which was renamed LG.Philips LCD Co., Ltd., was officially launched in August 1999. In July 2004, we completed our initial public offering and listed shares of our common stock on the Korea Exchange under the identifying code 034220 and our ADSs on the New York Stock Exchange under the symbol LPL. Prior to the listings, LG Electronics and Philips Electronics terminated the joint venture agreement and entered into a shareholders' agreement to reflect new arrangements between them as controlling shareholders. The shareholders' agreement automatically terminated upon Philips Electronics' sale of all of its remaining ownership interest in us in March 2009. Effective March 3, 2008, we changed our name from LG.Philips LCD Co., Ltd. to LG Display Co., Ltd.

Our principal executive offices are located at LG Twin Towers, 128 Yeoui-daero, Yeongdeungpo-gu, Seoul 150-721 and our telephone number is +82-2-3777-1010.



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We have continued to develop our manufacturing process technologies and expand our production facilities. Each successive generation of our fabrication facilities has been designed to process increasingly larger-size glass substrates, which allows us to cut a larger number of panels, sometimes with larger sizes, from each glass substrate. The ability to process larger glass substrates allows us to produce a larger variety of display sizes to accommodate evolving business and consumer demands. For example, in order to respond to business and consumer demands for large-sized panels for televisions, in March 2011, we commenced mass production at the second expansion to our P8 fabrication facility, which is optimized to produce 32-inch, 47-inch and 55-inch display panels for televisions. In addition, in June 2012, we commenced mass production at our P9 fabrication facility, which is optimized to produce 7.85-inch and 9.7-inch display panels for tablet computers and 21.5-inch and 23-inch display panels for desktop monitors in response to demand for such display panels of those sizes. In addition, due to the large number of fabrication facilities we operate, we have the flexibility to make strategic decisions based on market demand to convert existing production lines within a fabrication facility to manufacture display panels based on newer technologies. For example, we converted a number of production lines in our P61 fabrication facility, which originally produced a-Si based display panels, to produce LTPS based display panels for mobile devices and commenced mass production in the first quarter of 2014. In addition, we converted a number of production lines in our P8 fabrication facility to produce OLED panels for televisions and commenced production in the fourth quarter of 2012. We work closely with the local authorities where our fabrication facilities are located, and starting from January 2011, we have signed a number of memoranda of understandings with Gumi City and North Gyeongsang Province for their administrative assistance in connection with the recent expansion and conversion of facilities in our Gumi Display Cluster.

With respect to our on-going expansion and conversion projects, we are currently constructing an eighth-generation fabrication facility in Guangzhou, China, which is expected to commence mass production in the middle of 2014. We are also in the process of converting additional production lines in our P61 fabrication facility to increase our LTPS production capacity and expect to commence mass production on the additional LTPS production lines in the second half of 2014. In addition, we are also in the process of converting additional production lines in our P8 fabrication facility to produce OLED panels for televisions and expect to commence mass production on the additional OLED production lines in the second half of 2014. Each of our on-going expansion and conversion projects are subject to market conditions and any changes in our investment timetable. See Item 4.D. Property, Plants and Equipment Expansion Projects.

With respect to our assembly facilities, from 1995 to early 2003, we assembled all panels in our Gumi assembly facility adjacent to our P1 facility. In May 2003, we commenced operations at a new assembly facility in Nanjing, China, which we built and have since expanded, in order to better serve the needs of our global customers with manufacturing facilities in China. In November 2005, we commenced operations at a new assembly facility in Paju, Korea. In March 2007, we commenced mass production at our module production plant in Wroclaw, Poland. In January 2008, we commenced mass production at our module production plant in Guangzhou, China, our second such module production site in China. In addition, in March 2012, we commenced mass production at our module production plant in Reynosa, Mexico, to better serve the needs of our customers in that region.

For a description of cash outflows relating to our capital expenditures in the past three fiscal years, see Item 5.A. Operating Results Overview Manufacturing Productivity and Costs.

**Item 4.B. Business Overview**  
**Overview**

We manufacture TFT-LCD panels in a broad range of sizes and specifications primarily for use in televisions, notebook computers, desktop monitors, tablet computers and mobile devices, including smartphones, and we are one of the world's leading suppliers of high-definition, or HD, television panels. We also manufacture TFT-LCD panels for industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment. In 2013, we sold a total of 186.6 million display panels that are nine inches or larger. According to DisplaySearch, we had a global market share for display panels of nine inches or larger of approximately 27% based on sales revenue in 2013.

In addition to TFT-LCD panels, we also manufacture OLED panels. Our OLED business began with our acquisition of LG Electronics' active matrix OLED, or AMOLED, business in January 2008 by way of taking over its inventory, intellectual property rights and employees related to the AMOLED business. In December 2009, we launched our Mobile/OLED Business Division in anticipation of future growth of the OLED business. In September 2011, we commenced limited production of glass OLED panels for mobile devices for a number of our strategic customers at our AP2 fabrication facility. In 2012, partly in recognition of the growing importance of OLED to the future of our business, especially in connection with large-sized products, we restructured our internal organization relating to our OLED business, breaking up the Mobile/OLED Business Division and transferring our mobile-related business (including OLED products for mobile and other applications) to the newly created IT/Mobile Business Division and transferring our OLED television panel business to the Television Business Division. In addition, we started production of 55-inch OLED television panels on one of our eighth-generation production lines toward the end of 2012. With the launch of retail sales of flat and curved 55-inch OLED televisions by certain of our customers starting in the first and third quarters of 2013, respectively, we intend to deploy greater resources into expanding our large-sized OLED panel fabrication capabilities with the aim of establishing an early competitive edge in the market. We also commenced mass production of flexible plastic OLED panels for smartphones in the fourth quarter of 2013 at our AP2 and E2 fabrication facilities.

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We currently operate a total of thirteen panel fabrication facilities, including expansions to certain facilities, located in our Display Clusters in Gumi and Paju, Korea. We also currently operate module facilities located in China (Nanjing, Guangzhou and Yantai), Korea (Gumi and Paju), Poland (Wroclaw) and Mexico (Reynosa). For a full description of our current facilities, see Item 4.D. Property, Plants and Equipment Current Facilities.

We seek to build our market position based on collaborative relationships with our customers and suppliers, a focus on high-end differentiated specialty display products and manufacturing productivity. Our end-brand customers include many of the world's leading manufacturers of televisions, notebook computers, desktop monitors, tablet computers and mobile phones such as LG Electronics. For a description of our sales to LG Electronics, our largest shareholder, see Item 7.B. Related Party Transactions.

At the direction of our end-brand customers, we typically ship our display panels to their original equipment manufacturers, known as system integrators, who use our display panels in products they assemble on a contract basis for our end-brand customers. Our sales are conducted through our multi-channel sales and distribution network, including direct sales to end-brand customers and their system integrators, sales through our overseas subsidiaries and sales through our affiliated trading company, LG International, and its subsidiaries. For a description of our sales arrangements with LG International, see Item 7.B. Related Party Transactions.

Our sales were 24,291 billion in 2011, 29,430 billion in 2012 and 27,033 billion (US\$25,618 million) in 2013.

## **Technology Description**

### ***TFT-LCD Technology***

A TFT-LCD panel consists of two thin glass substrates and polarizer films between which a layer of liquid crystals is deposited and behind which a light source called a backlight unit is mounted. The frontplane glass substrate is fitted with a color filter, while the backplane glass substrate, also called a TFT array, has many thin film transistors, or TFT, formed on its surface. The liquid crystals are normally aligned to allow the polarized light from the backlight unit to pass through the two glass panels to form a picture element, or pixel. When voltage is applied to the transistors on the TFT array, the liquid crystals change their alignment and alter the amount of light that passes through them. Meanwhile, the color filter on the frontplane glass substrate gives each pixel its own color. The combination of these pixels in different colors and levels of brightness forms the image on the panel.

The process for manufacturing a TFT-LCD panel consists of four steps:

*TFT array process* involves fabricating a large number of thin film transistors on the backplane glass substrate. The number of transistors corresponds to the number of pixels on the screen. The process is similar to the process for manufacturing semiconductor chips, except that transistors are fabricated on large glass substrates instead of silicon wafers. Unlike in the semiconductor industry, however, the number of transistors per glass substrate is not a primary driver of the manufacturing costs for TFT-LCDs. Once the TFT array process on glass substrates is completed, the substrates are cut into panel-sized pieces;

*Color filter process* involves fabricating a large number of color regions on the frontplane glass substrate that will overlay the TFT array prior to the cell process. The colored dots of red, green and

blue combine to form various colors. The process is similar to the TFT array process but involves depositing colored dyes instead of transistors;

*Cell process* involves joining together the backplane glass substrate that is arrayed with transistors and the frontplane glass substrate that is patterned with a color filter. The space between the two glass substrates is filled with liquid crystal materials. The resulting panel is called a cell; and

*Module assembly process* involves connecting additional components, such as driver integrated circuits and backlight units, to the cell.

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The TFT array, color filter and cell processes are capital-intensive and require highly automated production equipment and are the primary determinants of fixed manufacturing cost. In contrast, the module assembly process involves semi-automated production equipment and manual labor to assemble the various components. Materials are the primary drivers of variable manufacturing cost.

***IPS Technology***

In-Plane Switching, or IPS, is a liquid crystal switching technology that was developed to address commonly faced problems with TFT-LCD panels that utilized other liquid crystal technologies, namely narrow viewing angles, inconsistent picture uniformity and slow response times. Unlike other liquid crystal technologies where the liquid crystals are aligned vertically or at an angle in relation to the glass substrate, with IPS technology, the liquid crystals are aligned horizontally in parallel to the glass substrate, which allows for wider viewing angles, greater picture uniformity and faster response times. Our TFT-LCD display panels, including our TFT-LCD television panels, utilize IPS technology.

Advanced High Performance IPS, or AH-IPS, is our next-generation IPS technology that integrates ultra-fine pitch technology and high transmittance technology, which allows for ultra-high resolution imagery, increased luminance and greater energy efficiency. For example, in May 2012, we released a 5-inch panel with a resolution of 440 pixels-per-inch. AH-IPS is currently utilized in our smartphone panels and other mobile display products, as well as certain of our panels for notebook computers, tablet computers and desktop monitors.

***OLED Technology***

An OLED panel consists of a thin film of organic material encased between anode and cathode electrodes. When a current is applied, light is emitted directly from the organic material. Because a separate backlight is not needed, OLED panels can be lighter and thinner compared to TFT-LCD panels, which require a separate backlight. In addition, images projected on OLED panels have higher contrast ratios and more realistic color reproduction compared to images projected on TFT-LCD panels. We commenced mass production of OLED panels for mobile and other applications in September 2011. We produce OLED products for mobile and other applications using LTPS backplane technology and large-sized OLED products primarily for use in televisions using oxide TFT backplane technology, as described in greater detail below. In addition, we are developing plastic OLED products for mobile and other applications using LTPS backplane technology.

Our large-sized OLED products, including the 55-inch OLED television panel, are produced using OLED technologies and processes that are different from the ones we use for our smaller-sized OLED products. Our large-sized OLED products are produced using oxide TFT backplane technology as compared to our smaller-sized OLED products which utilize LTPS backplane technology, as described in greater detail below. Our OLED products are produced at fabrication facilities in our Paju Display Cluster.

***Backplane Technology******Oxide TFT***

We use oxide TFT technology to produce backplanes for use in our large-sized OLED panels, such as the panels used in OLED television products. The traditional amorphous silicon-based TFT, or a-Si TFT, backplane technology has certain limitations that render it unsuitable for producing backplanes for use in large-sized OLED panels with high resolutions and fast refresh rates. For example, in larger and higher-resolution display panels, a-Si TFT backplanes consume increased rates of power and experience a decrease in the rate at which each transistor is able to switch

between images, or the rate of mobility.

As an alternative to a-Si TFT backplane technology, we have successfully adopted a metal oxide-based TFT, or simply oxide TFT, backplane technology. In place of the amorphous silicon-based semiconductors used in a-Si TFT backplanes, oxide TFT backplanes utilize metal oxide-based semiconductors, which consume less energy, have a higher rate of mobility and allow for construction of display panels with narrower bezels as compared to display panels with traditional a-Si TFT backplanes.

We were the first company in the display industry to successfully adopt oxide TFT technology in large-sized OLED products, which has been a key factor in reducing the costs of manufacturing large-sized OLED panels in large quantities. Because the manufacturing process of oxide TFT-based OLED panels are similar to the process used to manufacture TFT-LCD panels, we are able to use our existing TFT-based fabrication lines with relatively little modification to mass produce large-sized OLED panels.

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### *Low Temperature Polycrystalline Silicon*

Low temperature polycrystalline silicon, or LTPS, backplanes have superior current-driving capacity and produce brighter images, while consuming less energy compared to a-Si TFT or oxide TFT backplanes, due to their higher mobility rates. However, due to a complex manufacturing process, LTPS backplanes have relatively higher production costs compared to a-Si TFT or oxide TFT backplanes, making it uneconomical to use in the production of large-sized panels. As a result, we generally utilize LTPS backplanes in the production of smaller-sized panels, particularly in TFT-LCD and OLED smartphone panels.

### **3D Technology**

#### *Film-Type Patterned Retarder*

Film-Type Patterned Retarder 3D, or FPR 3D, technology is utilized in display panels to display three-dimensional imagery when viewed with polarized glasses. A patterned retarder film polarizes images projected on the display panel into left and right images, which are then received by the respective side of the polarized glasses worn by the viewer to create a 3D effect. As both the right and left images are received simultaneously by the polarized glasses, there is no flicker effect commonly associated with display panels utilizing shutter glass technology, which projects left and right images in alternative succession. Since 3D television sets using our FPR 3D television panel products were first introduced to the market in March 2011, television sets using FPR 3D technology rapidly increased their market share. According to DisplaySearch, television sets using FPR 3D technology accounted for 51.5% of the global 3D television market in 2013.

### **Products**

We manufacture display panels of various specifications that are integrated by our customers into principally the following products:

Televisions, which typically utilize large-sized display panels ranging from 17 inches to 105 inches in size, including Ultra HD television panels, which have four times the number of pixels compared to conventional HD television panels;

Notebook computers, which typically utilize display panels ranging from 10.1 inches to 17.3 inches in size;

Desktop monitors, which typically utilize large-sized display panels ranging from 15 inches to 34 inches in size;

Tablet computers, which typically utilize display panels ranging from 7 inches to 12.9 inches in size; and

Mobile and other applications, which utilize a wide array of display panel sizes, including smartphones and other types of mobile phones and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.

Unless otherwise specified, when we refer to panels in this annual report, we mean assembled cells with added components, such as driver integrated circuits and backlight units.

We design and manufacture our panels to meet the various size and performance specifications of our customers, including specifications relating to thinness, weight, resolution, color quality, power consumption, response times and viewing angles. The specifications vary from product to product. For television panels, a premium is placed on faster response times, wider viewing angles, higher resolution and greater color fidelity. Notebook computer panels require an emphasis on thinness, light weight and power efficiency, while desktop monitor panels demand a greater focus on brightness, color brilliance and wide viewing angles.

In addition to manufacturing and selling display panels, we also manufacture and sell television sets and desktop monitors through our joint venture companies. See [Joint Ventures](#).



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### ***Televisions***

Our television display panels range from 17 inches to 105 inches in size. We began mass production of television display panels in 2001. Our sales of display panels for televisions were 11,579 billion, or 47.7% of our total revenue, in 2011, 13,512 billion, or 45.9% of our total revenue, in 2012 and 11,795 billion (US\$11,177 million), or 43.6% of our total revenue, in 2013 and constituted our largest product category in each of the past three years.

Our product portfolio includes panels of various sizes such as 17-inch, 19-inch, 20-inch, 22-inch, 26-inch, 32-inch, 37-inch, 42-inch, 47-inch, 49-inch, 50-inch, 55-inch, 60-inch, 65-inch, 72-inch, 84-inch and 105-inch display panels. In 2013, our principal products in this category in terms of sales revenue consisted of 32-inch, 42-inch, 47-inch and 55-inch display panels. A substantial portion of our larger panels shipped in 2013 were equipped with FPR 3D technology.

Brand manufacturers of televisions and their distribution channels prefer long-term arrangements with a limited number of display panel suppliers that can offer a full product line, and we believe that we are well positioned to meet their requirements with our strengths in technology, manufacturing scale and efficiency as well as the breadth of our product portfolio.

### ***Notebook Computers***

Our display panels for notebook computers range from 10.1 inches to 17.3 inches in size in a variety of display formats and constituted our fifth largest product category in terms of sales revenue in 2013. Revenue from sales of our display panels for notebook computers was 3,246 billion, or 13.4% of our total revenue, in 2011, 3,667 billion, or 12.5% of our total revenue, in 2012 and 2,819 billion (US\$2,671 million), or 10.4% of our total revenue, in 2013. In 2013, our principal products in terms of sales revenue in this category were 13.3-inch, 14.0-inch and 15.6-inch display panels.

Consumer demand for notebook computers has steadily declined in recent years due in part from competition from tablet computers and smartphones that are more economical and convenient to use compared to notebook computers while offering similar levels of computing functionality.

### ***Desktop Monitors***

Our desktop monitor display panels range from 15 inches to 34 inches in size in a variety of display resolutions and formats. Revenue from sales of our display panels for desktop monitors was 4,975 billion, or 20.5% of our total revenue, in 2011, 5,039 billion, or 17.1% of our total revenue, in 2012 and 5,256 billion (US\$4,981 million), or 19.4% of our total revenue, in 2013 and constituted our second largest product category in each of the past three years.

In recent years, consumer demand for larger panels for desktop monitors has steadily grown. In 2013, our principal products in terms of sales revenue in this category were 21.5-inch, 23-inch and 27-inch display panels.

### ***Tablet Computers***

Our tablet computer display panels range from 7 inches to 12.9 inches in size in a variety of display formats and constituted our third largest product category in 2013. Revenue from sales of our display panels for tablet computers was 2,224 billion, or 9.2% of our total revenue, in 2011, 3,714 billion, or 12.6% of our total revenue, in 2012 and 3,575 billion (US\$3,388 million), or 13.2% of our total revenue, in 2013.

Consumer demand for tablet computers has steadily grown since they were introduced. In 2013, our principal products in terms of sales revenue in this category were display panels smaller than 10 inches.

***Mobile and Other Applications***

Our product portfolio also includes panels for mobile and other applications, which utilize a wide array of display panel sizes, including smartphones and other types of mobile phones and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment. TFT-LCD panels that are nine inches and smaller are referred to as small and medium-sized panels, with those smaller than four inches being considered small-sized panels.

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Along with panels for tablet computers, this is our fastest growing category of products in terms of revenue growth in recent years, driven largely by an increase in demand for smartphone panels. Revenue from sales of our display panels for mobile and other applications was 2,190 billion, or 9.0% of our total revenue, in 2011, 3,371 billion, or 11.5% of our total revenue, in 2012 and 3,537 billion (US\$3,352 million), or 13.1% of our total revenue, in 2013. In 2013, sales of panels for smartphones continued to constitute a significant majority in terms of both sales revenue and sales volume in the mobile and other applications category.

Some of the panels we produce for industrial products, such as medical diagnostic equipment, are highly specialized niche products manufactured to the specifications of our clients, while others, such as industrial controllers, may be manufactured by slightly modifying a standard product design for our other products, such as desktop monitors. Display panels for these other applications broaden our sales base and product mix. They are also often a good channel through which we can commercialize a particular technology that we have developed. We generally determine the production level and specification of our TFT-LCD panels for mobile and other applications by assessing various business opportunities as they arise.

**Sales and Marketing*****Customer Profile***

Our display panels are included primarily in televisions, notebook computers, desktop monitors, tablet computers and mobile and other applications sold by our global end-brand customers, including LG Electronics. LG Electronics is our largest shareholder, and the terms of our sales to LG Electronics are negotiated based on then-prevailing market prices as adjusted for LG Electronics requirements, including volume and specifications. See Item 7.B. Related Party Transactions for further description of our sales to LG Electronics.

We negotiate directly with our end-brand customers concerning the terms and conditions of the sales, but typically ship our display panels to designated system integrators at the direction of these end-brand customers. Sales data to end-brand customers include direct sales to these end-brand customers as well as sales to their designated system integrators, including through our affiliated trading company, LG International, and its subsidiaries, as further discussed below under Sales.

A substantial portion of our sales is attributable to a limited number of our end-brand customers. Our top ten end-brand customers together accounted for approximately 71% of our sales in 2011, 71% in 2012 and 76% in 2013. Of our top ten end-brand customers, two of them accounted for more than 10% of our sales on an individual basis for each of the past three years. For example, sales to LG Electronics amounted to 21.4%, 21.0% and 22.9% of our sales in 2011, 2012 and 2013, respectively.

In addition to our top ten end-brand customers, we sell our TFT-LCD panels to a variety of other manufacturers of computers and electronic products. Sales to these other manufacturers constituted approximately 29% of our sales in 2011, 29% in 2012 and 24% in 2013, respectively.

The following table sets forth for the periods indicated the geographic breakdown of our sales by the region where purchase orders are originated, without regard to the location of end-brand customers. The figures below therefore reflect orders from our end-brand customers, their system integrators and our affiliated trading company, LG International, and its subsidiaries:

	Year Ended December 31,							
	2011		2012		2013			
	Sales	%	Sales	%	Sales	Sales <sup>(3)</sup>	%	
	(in billions of Won and millions of US\$, except for percentages)							
Korea	1,964	8.1%	2,150	7.3%	2,692	US\$ 2,551		10.0%
China	14,293	58.9	16,767	57.0	15,230	14,433		56.3
Europe	3,526	14.5	4,403	15.0	3,626	3,436		13.4
Asia (excluding China)	2,248	9.3	2,736	9.3	2,558	2,424		9.5
Americas	2,217	9.1	3,209	10.9	2,446	2,318		9.0
Others <sup>(1)</sup>	43	0.2	165	0.5	481	456		1.8
<b>Total <sup>(2)</sup></b>	<b>24,291</b>	<b>100.0%</b>	<b>29,430</b>	<b>100.0%</b>	<b>27,033</b>	<b>US\$ 25,618</b>		<b>100.0%</b>

(1) Includes Oceania, Africa and the Middle East.

(2) Figures provided in this table include our revenue attributable to royalty and others.

(3) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

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### ***Sales***

Our sales and marketing departments seek to maintain and strengthen relationships with our current customers in existing markets as well as expand our business in new markets and with new customers. We currently have wholly-owned sales subsidiaries in the United States, Japan, Germany, Taiwan, China and Singapore. As of December 31, 2013, our sales and marketing force employed a total of approximately 1,400 employees in regional offices in these countries and in our head office in Korea.

The focus of our sales activities is on strengthening our relationships with large end-brand customers, with whom we maintain strong collaborative relationships. Customers look to us for a reliable supply of a wide range of display products. We believe our reliability and scale as a supplier helps support our customers' product positions. We view our relationships with our end-brand customers as important to their product development strategies, and we collaborate with our end-brand customers in the design and development stages of their new products. In addition, our sales teams coordinate closely with our end-brand customers' designated system integrators to ensure timely delivery. For each key customer, we appoint an account manager who is primarily responsible for our relationship with that specific customer, complemented by a product development team consisting of engineers who participate in meetings with that customer to understand the customer's specific needs.

We do not typically enter into binding long-term contracts with our customers. However, we have in place long-term supply and purchase agreements with certain major end-brand customers, whereby we and our end-brand customers agree on general volume parameters and, in some cases, product specifications and delivery terms. These agreements serve as an indication of the size and key components of a customer's order, and neither party is committed to supply or purchase any products until a firm purchase order is issued.

Our sales are conducted through our multi-channel sales and distribution network, including direct sales to end-brand customers and their system integrators, sales through our overseas subsidiaries and sales through our affiliated trading company, LG International, and its subsidiaries. Our sales subsidiaries procure purchase orders from, and distribute our products to, system integrators and end-brand customers located in their region. In regions where we do not have a sales subsidiary, or where doing so is consistent with local market practices, we sell our products to LG International and its subsidiaries. These subsidiaries of LG International process orders from and distribute products to customers located in their region. Sales to LG International and its subsidiaries amounted to 5.4% in 2013. See Item 7.B. Related Party Transactions for further discussion of these sales arrangements.

We may establish sales subsidiaries in the relevant geographical markets when the benefit of doing so outweighs the cost of solely utilizing LG International or its subsidiaries, and where local market practice permits. For example, in January 2009, we established a sales subsidiary in Singapore to replace LG International Singapore Ltd. in conducting sales to system integrators located in Singapore. We may establish additional sales subsidiaries in the future in these or other regions as sales volumes to customers located in these regions increase and/or market practice warrants.

Our end-brand customers or their system integrators generally place purchase orders with us one month prior to delivery based on our non-binding supply and purchase agreements with them. Generally, the head office of an end-brand customer provides us with three- to six-month forecasts, which, together with our own forecasts, enable us to plan our production schedule in advance. Our customers usually issue monthly purchase orders containing prices we have negotiated with the end-brand customer one month prior to delivery, at which point the customer becomes committed to the order at the volumes and prices indicated in the purchase orders. Under certain special circumstances, however, a negotiated price may be subject to change during the one-month period prior to delivery.

Prices for our products are generally determined based on negotiations with our end-brand customers. Pricing of our display panel products is generally market-driven, based on the complexity of the product specifications and the labor and technology involved in the design or production processes.

We generally provide a limited warranty to our end-brand customers, including the provision of replacement parts and after-sale services for our products. Costs incurred under our warranty liabilities consist primarily of repairs. We set aside a warranty reserve based on our historical experience and future expectations as to the rate and cost of claims under our warranties.

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Our credit policy typically requires payment within 30 to 90 days, and payments on the vast majority of our sales have typically been collected within 60 days. Where system integrators located in certain regions are invoiced directly, we have established certain measures, such as factoring arrangements and accounts receivable insurance programs, to protect us from excessive exposure to credit risks. To date we have not experienced any material problems relating to customer payments.

## **Competition**

The display panel industry is highly competitive. Due to the capital intensive nature of the display panel industry and the high production volumes required to achieve economies of scale, the international market for display devices is characterized by significant barriers to entry, but the competition among the relatively small number of major producers is intense. In the case of TFT-LCD panel manufacturers, currently almost all of them are located in Asia, and we compete principally with manufacturers from Korea, Taiwan, China and Japan.

The principal elements of competition for customers in the display panel market include:

product portfolio range and availability;

product specifications and performance;

price;

capacity allocation and reliability;

customer service, including product design support; and

logistics support and proximity of regional stocking facilities.

Our principal competitors are:

Samsung Display and Hydis Technologies in Korea;

AU Optronics, Innolux, Chunghwa Picture Tubes and HannStar Display in Taiwan;

Japan Display, Sharp and Panasonic LCD in Japan; and

BOE and China Star Optoelectronics in China.

According to DisplaySearch, in 2013, Korean display panel manufacturers had a market share of 48.2% of the 9-inch or larger panel market based on revenue, Taiwanese manufacturers had 34.0%, Japanese manufacturers had 8.0% and Chinese manufacturers had 9.8%. Our market share of the 9-inch or larger panel market based on revenue was approximately 27%.

### **Components, Raw Materials and Suppliers**

Components and raw materials accounted for 69.2% of our cost of sales in 2011, 68.5% in 2012 and 66.7% in 2013. The key components and raw materials of our display products include glass substrates, driver integrated circuits, polarizers and color filters used in both our TFT-LCD and OLED products, backlight units and liquid crystal materials used in our TFT-LCD products, and hole transport materials and emission materials used in our OLED products. We source these components and raw materials from outside sources, although, unlike many other display panel manufacturers, we produce a substantial portion of the color filters we use. With respect to glass substrates, Paju Electric Glass Co., Ltd., a joint venture company of which we and Nippon Electric Glass Co., Ltd. own 40% and 60%, respectively, provides us with a stable supply at competitive prices.

We generally negotiate non-binding master supply agreements with our suppliers several times a year, but pricing terms are negotiated on a quarterly basis, or if necessary, on a monthly basis. Firm purchase orders are issued generally six weeks prior to the scheduled delivery, except in the case of purchase orders for driver integrated circuits, which are issued generally six to ten weeks prior to the scheduled delivery. We purchase our components and raw materials based on forecasts from our end-brand customers as well as our own assessments of our end-brand customers' needs.

In order to reduce our component and raw material costs and our dependence on any one supplier, we generally develop compatible components and raw materials and purchase our components and raw materials from more than one source. However, we source certain key components and raw materials from a limited group of suppliers in order to ensure timely supply and consistent quality. Also, in order to facilitate implementation of our cost reduction strategies, we continually review for potential cost savings in sourcing our components and raw materials from suppliers based in Korea and those based abroad, including competitiveness of the prices offered by such suppliers and any potential for reduction in logistics and transportation costs. We perform periodic evaluations of our component and raw material suppliers based on a number of factors, including the quality and price of the components, delivery and response time, the quality of the services and the financial health of the suppliers. We reassess our supplier pool accordingly.



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We maintain a strategic relationship with many of our material suppliers, and from time to time, we make equity investments in our material suppliers as part of our efforts to secure a stable supply of key components and raw materials. For example, in April 2012, we invested 2.0 billion in Glonix Co., Ltd., a supplier of tempered glass used for touchscreens, in return for 19.8% of its then outstanding capital stock.

We generally maintain a component and raw material inventory sufficient for approximately 10 days, or 20 days for driver integrated circuits, as a safeguard against potential disruptions in supply.

In addition to components and raw materials, the manufacturing of our products requires significant quantities of electricity and water. In order to obtain and maintain reliable electric power and water supplies, we have our own back-up power generation facilities and water storage tanks as well as easy access to nearby water sources. To date we have not experienced any material problems with our electricity and water supplies.

## **Equipment, Suppliers and Third Party Processors**

We depend on a limited number of equipment manufacturers for equipment tailored to specific requirements. Since our manufacturing processes depend on the quality and technological capacity of our equipment, we work closely with the equipment manufacturers in the design process to ensure that the equipment meets our specifications. The principal types of equipment we use to manufacture TFT-LCD panels include chemical deposition equipment, steppers, developers and coaters.

We purchase equipment from a small number of qualified vendors to ensure consistent quality, timely delivery and performance. We maintain strategic relationships with many equipment manufacturers as part of our efforts to ensure quality while reducing costs. For example, in April and June 2011, we invested a total of 30 billion in return for an aggregate 23.0% of the then outstanding equity interests of Narae Nanotech Corporation, a Korean equipment manufacturer that supplies us with coaters.

Historically, we have relied on a small number of overseas vendors for equipment purchases, but in recent years, we have diversified and localized our equipment purchases by shifting some of our purchases to local vendors. In 2013, approximately 78% of our equipment for our facilities in Korea was purchased from local vendors on an invoiced basis. We plan to maintain this localization effort as part of our sourcing diversification and cost reduction strategy. A large majority of the equipment purchased from overseas vendors are from Japanese vendors. In the procurement of equipment from Japan, we also use LG International's subsidiary in Japan in order to take advantage of their relationships with vendors, experience in negotiations and logistics as well as their ability to obtain volume discounts. See Item 7.B. Related Party Transactions.

Our engineers begin discussions with equipment manufacturers far in advance of the planned installation of equipment in a new fabrication facility, and we typically execute a letter of intent with the vendors in advance of our planned installation to ensure timely delivery of main equipment with long-term delivery schedules. Engineers from our vendors typically accompany the new equipment to our fabrication facilities to assist in the installation process to ensure proper operation. To date, we have not experienced any material problems with our equipment supplies or after-delivery services.

In addition, we outsource certain manufacturing processes to third party processors from time to time to supplement our processing capacity, and in certain cases, we maintain strategic relationships with such third party processors. For example, in December 2011, we invested approximately 11 billion in AVATEC Co., Ltd., a third party processor that etches glass substrates, in return for 20.3% of its then outstanding common stock.

## Quality Control

We believe that our advanced production capabilities and our reputation for high quality and reliable products have been important factors in attracting and retaining key customers. We have implemented quality inspection and testing procedures at all of our fabrication facilities and assembly facilities. Our quality control procedures are carried out at three stages of the manufacturing process:

incoming quality control with respect to components and raw materials;

in-process quality control, which is conducted at a series of control points in the manufacturing process; and

outgoing quality control, which focuses on packaging, delivery and post-delivery services to customers.

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With respect to incoming quality control, we perform quality control procedures for the raw materials and components that we purchase. These procedures include testing samples of large batches, obtaining vendor testing reports and testing to ensure compatibility with other components and raw materials, as well as vendor qualification and vendor rating. Our in-process quality control includes various programs designed to detect, as well as prevent, quality deviations, reduce manufacturing costs, ensure on-time delivery, increase in-process yields and improve field reliability of our products. We perform outgoing quality control based on burn-in testing and final visual inspection of our products and accelerated life testing of samples. We inspect and test our completed display panels to ensure that they meet our high production standards. We also provide post-delivery services to our customers, and maintain warranty exchange inventories in regional hubs to meet our customers' needs.

Our quality assurance team works to ensure effective and consistent application of our quality control procedures, which includes six-sigma quality control procedures, and to introduce new methodologies that could further enhance our quality control procedures. Our quality assurance programs have received accredited ISO/TS 16949 certifications. The ISO/TS certification process involves subjecting our manufacturing processes and quality management systems to reviews and observation for various fixed periods. ISO/TS certification is required by certain European countries and the United States in connection with sales of industrial products in those countries, and provides independent verification to our customers regarding the quality control measures employed in our manufacturing and assembly processes.

## **Insurance**

We currently have insurance coverage for our production facilities in Gumi and Paju, Korea, for up to 2.5 trillion per claim, which includes business interruption coverage. We also have insurance coverage for work-related injuries to our employees, accidents during overseas business travel, damage during construction, damage to products and equipment during shipment, damage to equipment during installation at our fabrication facilities, automobile accidents, bodily injury and property damage from gas accidents, as well as mandatory unemployment insurance for our workers and director and officer liability insurance. In addition, we maintain general and product liability, employment practice liability and aviation product liability insurance. Our dormitories in Gumi and Paju, Korea have fire insurance coverage for up to 452 billion per claim. Our subsidiaries also have insurance coverage for damage to office fixtures and equipment, cargo insurance and life and disability insurance for their employees. All of our overseas manufacturing subsidiaries also carry property insurance, business interruption insurance and commercial general liability insurance.

## **Environmental Matters**

Our production processes generate various forms of chemical and other industrial waste, waste water and greenhouse gas emissions at various stages in the manufacturing process. We have installed various types of anti-pollution equipment for the treatment and recycling of such waste products and aggressively engage in greenhouse gas emission reduction and energy conservation efforts.

As a member of the World LCD Industry Cooperation Committee, or WLICC, a TFT-LCD industry organization focusing on environmental issues, we have voluntarily agreed to reduce emission of greenhouse gases, such as nitrogen trifluoride, or NF<sub>3</sub>, and sulfur hexafluoride, or SF<sub>6</sub>, gases, by developing and adopting cost-effective abatement technologies and systems and increasing the number of abatement systems installed in our facilities. We installed NF<sub>3</sub> abatement systems at all of our production lines when the production facilities were being constructed. In addition, we have voluntarily installed SF<sub>6</sub> abatement systems in P1, P61 and P7.

We also have an internal monitoring system to control the use of hazardous substances in the manufacture of our products as we are committed to compliance with all applicable environmental laws and regulations, including European Union Restriction of Hazardous Substances, or RoHS, Directive 2011/65/EU, which restricts the use of certain hazardous substances in the manufacture of electrical and electronic equipment. Furthermore, we are operating a green purchasing system, which excludes the hazardous materials at the purchasing stage. This system has enabled us to comply with various environmental legislations of hazardous substances, including the European Union RoHS. For the more efficient operation of our waste water treatment equipment, we have also entered into a three year agreement with HiEntech, a wholly owned subsidiary of LG Electronics, for the operation of our water treatment system.

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Operations at our manufacturing plants are subject to regulation and periodic scheduled and unscheduled on-site inspections by the Korean Ministry of Environment and local environmental protection authorities. We believe that we have adopted adequate anti-pollution measures for the effective maintenance of environmental protection standards consistent with local industry practice, and that we are in compliance in all material respects with the applicable environmental laws and regulations in Korea, including the Framework Act on Low Carbon, Green Growth, the Korean government, under which we are required to submit periodic greenhouse gas emission and energy usage statements, performance reports and greenhouse gas emission and energy usage reduction plans to the Korean government. Expenditures related to such compliance may be substantial and are generally included in capital expenditures. As required by Korean law, we employ licensed environmental specialists for each environmental area, including air quality, water quality, toxic materials and radiation.

We have been certified by the Korean Ministry of Environment as a Green Company, with respect to our environmental record for our P1 through P61 facilities and our module production plant in Gumi. In addition, we have received ISO 14001 and ISO 50001 certifications from the International Organization for Standardization and KS 7001 and KS 7002 certifications from the Korean Standards Service network with respect to our environmental and energy management systems for our P1 through P9 facilities and our Gumi and Paju module production plants. Our module production plants in Nanjing, Yantai and Guangzhou, China have also received ISO 14001 certification.

## **Joint Ventures**

We consider joint ventures an important part of our business, both operationally and strategically. We have used joint ventures to enter into new geographic markets, in particular China, to gain new customers and/or strengthen positions with existing customers and to procure certain components and raw materials. When entering new geographic markets where we do not have substantial local experience and infrastructure, teaming up with a local partner can reduce capital investment by leveraging the pre-existing infrastructure of local partners. In addition, local partners in these markets can provide knowledge and insight into local customs and practices and access to local suppliers of raw materials and components. All of these advantages can reduce the risk, and thereby enhance the prospects for the success, of an entry into a new geographic market. If the partner of the joint venture already has an established customer base, it can also be an effective means to acquire such new customers. Joint venture arrangements also allow us to access technology we would otherwise have to develop independently, thereby reducing the time and cost of development. They can also provide the opportunity to create synergies and applications of technology that would not otherwise be possible.

In recent years, we have pursued a number of joint venture initiatives. For example:

In September 2012, we entered into a joint venture agreement with Guangzhou GET Technologies Development Co., Ltd., or GET Tech, and Shenzhen SKYWORTH-RGB Electronic Co., Ltd., or Skyworth, establishing LG Display (China) Co., Ltd., which will own and operate the new eighth-generation fabrication facility that is currently under construction in Guangzhou, China. See

Item 4.D. Property, Plants and Equipment Expansion Projects. We acquired a 70.0% equity interest in LG Display (China) and have committed to invest a total of approximately US\$934 million over a period of two years from the date of incorporation of LG Display (China). Each of GET Tech and Skyworth owns a 20.0% and 10.0% equity interest in LG Display (China), respectively.

We intend to continue to seek strategic acquisition and joint venture opportunities and conduct feasibility studies with respect to establishing new manufacturing subsidiaries in strategic locations to deepen our market penetration, achieve economies of scale, increase our customer base, expand our geographical reach and reduce costs.



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The following table sets forth summary information for our subsidiaries as of December 31, 2013:

Subsidiary	Main Activities	Jurisdiction of Organization	Date of Organization	Total Equity Investment	Percentage	
					Percentage of Our Ownership Interest	Percentage of Our Voting Power
LG Display Taiwan Co., Ltd.	Sales	Taiwan	April 1999	NT\$ 115,500,000	100%	100%
LG Display America, Inc. <sup>(1)</sup>	Sales	U.S.A.	September 1999	US\$ 375,000,000	100%	100%
LG Display Japan Co., Ltd.	Sales	Japan	October 1999	¥ 95,000,000	100%	100%
LG Display Germany GmbH	Sales	Germany	November 1999	960,000	100%	100%
LG Display Nanjing Co., Ltd.	Manufacturing and sales	China	July 2002	RMB 2,834,206,315	100%	100%
LG Display Shanghai Co., Ltd.	Sales	China	January 2003	RMB 4,138,650	100%	100%
LG Display Poland Sp. zo.o.	Manufacturing and sales	Poland	September 2005	PLN 410,327,700	80%	80%
LG Display Guangzhou Co., Ltd. <sup>(2)</sup>	Manufacturing and sales	China	June 2006	RMB 992,062,354	100%	100%
LG Display Shenzhen Co., Ltd.	Sales	China	August 2007	RMB 3,775,250	100%	100%
LG Display Singapore Pte. Ltd.	Sales	Singapore	January 2009	SG\$ 1,400,000	100%	100%
LG Display Yantai Co., Ltd	Manufacturing and sales	China	April 2010	RMB 525,016,000	100%	100%
L&T Display Technology (Xiamen) Ltd.	Manufacturing and sales	China	January 2010	RMB 41,785,824	51%	51%
L&T Display Technology (Fujian) Ltd.	Manufacturing and sales	China	January 2010	RMB 59,197,026	51%	51%
LUCOM Display Technology (Kunshan) Ltd.	Manufacturing and sales	China	December 2010	RMB 50,353,677	51%	51%
LG Display USA Inc.	Manufacturing	U.S.A.	October 2011	US\$ 10,920,000	100%	100%

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	and sales							
LG Display Reynosa S.A. de C.V.	Manufacturing	Mexico	November 2011	MXN	111,998,058	100%	100%	
Nanumnuri Co., Ltd.	Workplace services	Korea	March 2012	Won	800,000,000	100%	100%	
LG Display (China) Co., Ltd. <sup>(3)</sup>	Manufacturing	China	December 2012	RMB	2,313,523,882	70%	70%	
	and sales							
Unified Innovative Technology, LLC	Managing intellectual property	U.S.A.	March 2014	US\$	9,000,000	100%	100%	

- (1) In June and December 2013, we invested US\$40 million and US\$75 million, respectively, in LG Display America, Inc. The investments did not affect our percentage interest.
- (2) In October 2013, Skyworth TV Holdings Limited (Skyworth) exercised its put option on its 10% equity interest in LG Display Guangzhou Co., Ltd. pursuant to a derivatives contract entered into with us, and we were required to purchase Skyworth's 10% equity in LG Display Guangzhou Co., Ltd. at RMB 96 million, which increased our percentage interest from 90% to 100%.
- (3) In March, September, October and November 2013, we invested RMB 703 million, RMB 372 million, RMB 1,059 million and RMB 3 million, respectively, in LG Display (China) Co., Ltd. The investments did not affect our percentage interest.



**Table of Contents****Item 4.C. Organizational Structure**

These matters are discussed under Item 4.B. where relevant.

**Item 4.D. Property, Plants and Equipment****Current Facilities**

We currently operate a total of thirteen panel fabrication facilities, including expansions to certain facilities (P2 through P9 and AP3 located in our Gumi and Paju Display Clusters, and AP2, E2 and M1 located in our Paju Display Cluster). The following table sets forth the size, primary use and capacity of our fabrication facilities.

Facility	Generation <sup>(1)</sup>	Gross Floor Area (in square meters)	Nominal TFT Capacity as of December 31, 2013		Primary Size of Panels Produced or Other Activity
			Input Substrate Size (in mm)/ Mass Production Commencement	(in input substrates per month) <sup>(2)</sup>	
P1 <sup>(3)</sup>	2	38,838	370 x 470 September 1995		6.4 , 10.4
P2	3.5	71,149	590 x 670 December 1997	79,000	4.5 , 5.0 , 6.1 , 7.0
P3	4	71,149	680 x 880 July 2000	84,000	4.0 , 4.67
P4	5	93,278	1,000 x 1,200 March 2002	131,000	13.3 , 14.0 , 17.3
P5	5	93,278	1,100 x 1,250 May 2003	109,000	10.1 , 12.5 , 15.4 , 15.6
P61 <sup>(4)</sup>	6	288,602	1,500 x 1,850 August 2004	132,000	7.85 , 9.7 , 24.0 and LTPS based TFT backplanes
P7	7	310,136	1,950 x 2,250 January 2006	197,000	42.0 , 50.0
P8 <sup>(5)</sup>	8	422,702	2,200 x 2,500 March 2009	321,000	32.0 , 47.0 , 55.0 and backplanes for OLED (TV)
P62	6	101,607	1,500 x 1,850 April 2009	59,000	15.6 , 18.5 , 20.0
P9	8	85,950	2,200 x 2,500 June 2012	58,000	7.85 , 9.7 , 21.5 , 23.0
AP2	4.5	86,042	730 x 920	75,000	

			May 2010		4.0 and backplanes for OLED (mobile)
E2 <sup>(6)</sup>	3.5	3,884	730 x 460	N/A	5.98
			December 2013		
M1 <sup>(7)</sup>	8.5	6,102	2,200 x 1,250	N/A	55 , 65 , 77 for OLED (TV)
			January 2014		
AP3	6	N/A	1,500 x 1,850	20,000	4.0
			January 2014		

N/A= Not applicable.

(1) Based on internal reference to evolutions in facility design, material flows and input substrate sizes. There are several definitions of generations in the display industry. There has been no consensus in the display industry on a uniform definition. References to generations made in this annual report are based on our current definition of generations as indicated in the table below.

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millimeters)	Gen 2	Gen 3	Gen 4	Gen 5	Gen 6	Gen 7	Gen 8
	360 x 465	550 x 650	680 x 880	1,000 x 1,200	1,500 x 1,800	1,870 x 2,200	2,200 x 2,500
	370 x 470	590 x 670	730 x 920	1,100 x 1,250	1,500 x 1,850	1,950 x 2,250	
	400 x 500	600 x 720		1,100 x 1,300			
		620 x 750		1,200 x 1,300			
		650 x 830					
	370 x 470						
		590 x 670					
			680 x 880				
				1,000 x 1,200			
				1,100 x 1,250			
					1,500 x 1,850		
						1,950 x 2,250	
							2,200 x 2,500
					1,500 x 1,850		
							2,200 x 2,500
			730 x 920				
			730 x 460				
							2,200 x 1,250
					1,500 x 1,850		

(2) Reflects processing capacity for TFT glass substrates only. Currently, all of our fabrication facilities except AP2, E2 and M1 have the capacity to process both TFT and color filter substrates.

(3) We ceased production and closed P1 in July 2013.

(4) Gross floor area of P61 includes gross floor area of AP3.

(5) Includes two expansions, which commenced mass production in May 2010 and March 2011.

(6) Input substrates are OLED backplanes produced at AP2.

(7) Input substrates are OLED backplanes produced at P8.

We also currently operate module assembly facilities located in China (Nanjing, Guangzhou and Yantai), Korea (Gumi and Paju), Poland (Wroclaw) and Mexico (Reynosa). In addition, we operate a research and development facility in Paju, Korea, which we refer to as the R&D Center. We opened the R&D Center in April 2012 to consolidate our research and development efforts for next-generation display technologies. The following table sets forth the size of our R&D Center and module assembly facilities.

Facility	Gross Floor Area (in square meters)	Mass Production Commencement
R&D Center	69,857	Not applicable (opened in April 2012)
Gumi assembly facility	164,210	January 1995
Nanjing assembly facility	165,002	May 2003
Paju assembly facility	223,664	November 2005

Wroclaw assembly facility	106,928	March 2007
Guangzhou assembly facility	139,590	January 2008
Yantai assembly facility	78,285	May 2010
Reynosa assembly facility	76,129	March 2012

### Expansion Projects

We are currently constructing an eighth-generation fabrication facility in Guangzhou, China. We held a groundbreaking ceremony in May 2012, and we expect to commence mass production at the Guangzhou fabrication facility in the middle of 2014. In connection with the construction of the Guangzhou fabrication facility, we entered into a joint venture agreement with GET Tech and Skyworth in September 2012, establishing LG Display (China) Co., Ltd. which will own and operate the Guangzhou fabrication facility. Under the terms of the joint venture agreement, we own a 70.0% equity interest in LG Display (China) and each of GET Tech and Skyworth owns a 20.0% and a 10.0% equity interest, respectively.

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We are also in the process of converting additional production lines in our P61 fabrication facility to increase our LTPS production capacity, for which we expect to invest 0.83 trillion. We expect to commence mass production on the additional LTPS production lines in the second half of 2014. In addition, we are also in the process of converting additional production lines in our P8 fabrication facility to produce OLED panels for televisions, for which we expect to invest 0.71 trillion. We expect to commence mass production on the additional OLED production lines in the second half of 2014. Each of our expansion and conversion projects is subject to market conditions and any changes in our investment timetable.

We currently expect that, in 2014, our total capital expenditures on a cash out basis will be similar to last year's amount of 3.5 trillion, primarily to fund the construction of our eighth-generation fabrication facility in Guangzhou, China and expansion of our OLED panel and LTPS backplane technology-based panel production capacities, as well as other expansions and improvements to our existing facilities. This amount is subject to periodic assessment, and we cannot provide any assurance that this amount may not change materially after assessment. We may undertake further expansion projects in the future with respect to our existing facilities as our overall business strategy may require.

### **Item 4A. UNRESOLVED STAFF COMMENTS**

We do not have any unresolved comments from the SEC staff regarding our periodic reports under the Exchange Act.

## **Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

### **Item 5.A. *Operating Results***

#### **Overview**

Our results of operations are affected principally by overall market conditions, our manufacturing productivity and costs, and our product mix.

#### ***Market Conditions***

The industry in which we operate is affected by market conditions that are often outside the control of individual manufacturers. Our results of operations might fluctuate significantly from period to period due to market factors, such as seasonal variations in consumer demand, surges in production capacity by competitors and changes in technology. Over the past decade, our industry has grown significantly as a result of cost reductions and product improvements that stimulated consumer demand and supported the technology substitution of traditional CRT-based displays for TFT-LCD panels. According to DisplaySearch, total unit sales in the TFT-LCD industry grew from 117 million units in 2001 to 2,785 million units in 2013. Market revenue grew from US\$14 billion to US\$118 billion during the same period.

In recent years, the display industry has witnessed the introduction of display panels based on new technologies, such as OLED technology, that could potentially compete with TFT-LCD panels. In particular, we and some of our competitors have already commenced commercial production of OLED panels. Currently, small-sized panels for use in mobile devices such as smartphones make up the bulk of the OLED panel market, accounting for almost 95% of industry revenue from global sales of OLED panels in 2013. These small-sized OLED panels compete with more advanced TFT-LCD products such as our AH-IPS products. However, as of 2013, the OLED market was relatively

small compared to the TFT-LCD market. According to DisplaySearch, 270 million OLED panel units were sold in 2013, with market revenue of approximately US\$11 billion in that same year. We believe, however, the market may change rapidly as large-sized OLED panels are introduced to the market and advances in the related technology and manufacturing processes enable mass production in a cost-efficient manner. We have already begun production of flat and curved 55-inch OLED panels, and certain of our customers have already launched retail sales of television products using our flat and curved 55-inch OLED panels in the first and third quarters of 2013, respectively.

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While the display industry has grown rapidly, it has also experienced business cycles with significant and rapid price declines from time to time. Historically, TFT-LCD manufacturers have increased display area fabrication capacity rapidly. Capacity expansion occurs especially rapidly when several manufacturers ramp-up new factories at the same time. During such surges in the rate of supply growth, our customers are able to exert downward pricing pressure, leading to sharp declines in average selling prices and significant fluctuations in our gross margin. In addition, regardless of relative capacity expansion, we expect average selling prices of our existing products will decline as the cost of manufacturing declines due to technology advances and component cost reductions. Conversely, constraints in the industry supply chain or increased demand for new technology products have led to increased prices for TFT-LCD panels in some past periods.

In 2012, the TFT-LCD industry recovered as a whole compared to 2011, with total market revenue growing from US\$105 billion in 2011 to US\$119 billion in 2012, according to DisplaySearch. According to the same source, the average selling price of TFT-LCD panels that are nine inches or larger increased during the same period by 3.7% from approximately US\$107 in 2011 to approximately US\$111 in 2012. We believe that while our industry continued to be affected by lingering global economic uncertainties and overcapacity issues in 2012, industry-wide demand grew for premium products for use in large-sized televisions, ultra-slim notebooks, tablet computers and smartphones, helped in particular by a surge in seasonal demand in the second half of 2012. In 2013, the TFT-LCD industry contracted slightly, with total market revenue decreasing from US\$119 billion in 2012 to US\$118 billion in 2013. The average selling price of TFT-LCD panels that are nine inches or larger decreased during the same period by 2.7% from approximately US\$111 in 2012 to approximately US\$108 in 2013. We believe that our industry has faced renewed overcapacity issues due to capacity expansion by our competitors coupled with inventory adjustments by our customers of television panels in particular, which was partly in response to the expiration of a Chinese government sponsored consumer rebate program for purchases of energy efficient televisions in May 2013, resulted in downward pricing pressure.

We strive to mitigate the effect of industry cyclicity and the resulting price fluctuations by planning capacity expansions and capacity allocations, or shifting our product mix, to capture premium prices in specific emerging product categories. For example, in the face of industry-wide overcapacity, we have tried to carefully balance the need to scale back our production by lowering the utilization rate of some of our facilities with respect to certain products, while carefully selecting and pursuing areas of expansion in anticipation of future growth with respect to certain other products. Since the end of 2011, we saw an increase in demand for our products, initially due in part to channel inventory replenishment and then, especially in the second half of 2012, due in large part to increasing demand for our differentiated specialty products used in certain types of televisions, tablet computers and smartphones. As a result, we have raised our utilization rates since the end of 2011, which were previously lowered in response to industry-wide overcapacity issues. While we continue to closely monitor market conditions and adjust our production levels accordingly, we have also been proceeding with the construction of new fabrication facilities and additional investments to upgrade and convert existing facilities to produce display panels based on newer technologies that are important to our growth strategy. For example, we started mass production at the second expansion to our P8 fabrication facility in March 2011 and our P9 fabrication facility in June 2012. Construction of an eighth-generation fabrication facility in Guangzhou, China is currently under way and we expect mass production to commence at that fabrication facility in the middle of 2014, subject to market conditions and any changes in our investment timetable. In addition, we made a 1.20 trillion investment to convert existing a-Si production lines in our P61 fabrication facility located in Gumi City into LTPS production lines and commenced mass production on the converted LTPS production lines in the first quarter of 2014. We intend to invest an additional 0.83 trillion investment to convert additional a-Si production lines into LTPS production lines in our P61 fabrication facility. We expect mass production to commence at the additional converted LTPS production lines in the second half of 2014, subject to market conditions and any changes in our investment timetable. Also, starting in the first quarter of 2013, we began expanding our large-sized OLED television panel production capacity at our P8 fabrication facility, for which we expect to invest 0.71 trillion.

Mass production is expected to commence at the new large-sized OLED panel production lines in the second half of 2014, subject to market conditions and any changes in our investment timetable. In addition, since 2011, we have been making investments to expand our module production facilities in Gumi, Korea, which investments are being undertaken with a five-year investment horizon, amounting to 1.35 trillion in total.

In addition, we are vigorously pursuing our strategy to develop differentiated specialty products and technologies that better address our customers' needs, thereby delivering greater value to our customers. In many cases, these efforts go hand-in-hand with our efforts to develop products based on new technologies that allow us to realize greater premiums. For example, we have allocated greater amounts of our resources to the development and production of FPR 3D television panels, public display panels, display panels utilizing AH-IPS technology for various tablet computers, smartphones, notebook computers, desktop monitors and other applications and flexible plastic OLED technology for smartphones. In particular, we are deploying greater resources into large-sized OLED panels to establish an early competitive edge in the market.

Another key aspect of our strategy is to foster close cooperation with our customers and build on our strategic relationships with many of our key suppliers. Success of a new product depends on, among other things, working closely with our customers to gain insights into their product needs and to understand general trends in the market. At the same, we often work with our equipment suppliers to design equipment that can enhance the efficiency of our production processes for such new products.



**Table of Contents****Manufacturing Productivity and Costs**

We seek to continually enhance our manufacturing productivity and thereby reduce the cost of producing each panel. We have significantly expanded our production capacity by investing in fabrication facilities that can process increasingly larger-size glass substrates. The following table shows the input substrate size, initial design capacity and year-end input capacity as a result of ramp-up for each of our fabrication facilities as of the dates indicated:

Fabrication Facility	Mass Production Commencement	Input Substrates Size (in millimeters)	Initial	Year-end Input Capacity <sup>(1)</sup>		
			Design Capacity	2011	2012	2013
			in input substrates per month	(in input substrates per month) <sup>(2)</sup>		
P1 <sup>(3)</sup>	September 1995	370 x 470	30,000	42,000	12,000	N/A
P2	December 1997	590 x 670	60,000	84,000	76,000	79,000
P3	July 2000	680 x 880	60,000	111,000	82,000	84,000
P4	March 2002	1,000 x 1,200	60,000	147,000	149,000	131,000
P5	May 2003	1,100 x 1,250	60,000	166,000	134,000	109,000
P61	August 2004	1,500 x 1,850	90,000	190,000	159,000	132,000
P7	January 2006	1,950 x 2,250	90,000	196,000	202,000	197,000
P8 <sup>(4)</sup>	March 2009	2,200 x 2,500	271,000	303,000	338,000	321,000
P62	April 2009	1,500 x 1,850	60,000	63,000	63,000	59,000
P9	June 2012	2,200 x 2,500	60,000	N/A	58,000	58,000
AP2	May 2010	730 x 920	21,000	68,000	71,000	75,000
E2 <sup>(5)</sup>	December 2013	730 x 460	N/A	N/A	N/A	N/A
M1 <sup>(6)</sup>	January 2014	2,200 x 1,250	N/A	N/A	N/A	N/A
AP3	January 2014	1,500 x 1,850	20,000	N/A	N/A	N/A

N/A = Not applicable.

(1) Year-end input capacity is the total input substrates for the month that had the highest monthly input substrates during the fiscal year.

(2) Reflects processing capacity for TFT glass substrates only. Currently, all of our fabrication facilities except AP2 have the capacity to process both TFT and color filter substrates.

(3) We ceased production and closed P1 in July 2013.

(4) Includes two expansions, which commenced mass production in May 2010 and March 2011.

(5) Input substrates are OLED backplanes produced at AP2.

(6) Input substrates are OLED backplanes produced at P8.

Our cash outflows for capital expenditures amounted to 4,063 billion in 2011, 3,972 billion in 2012 and 3,473 billion (US\$3,291 million) in 2013. Such capital expenditures relate mainly to the construction and equipping of our P9 fabrication facility and our module production plant in Reynosa, Mexico, as well as additional investments in our AP2 fabrication facility and module production facilities in Gumi, in 2011, the construction and equipping of our P9, E2, M1 and Guangzhou, China fabrication facilities and investments undertaken to convert certain of our existing

production lines in our P61 fabrication facility into LTPS production lines, as well as continuing investments to expand our module production facilities in Gumi, in 2012 and the construction and equipping of production lines for OLED television panels in our P8 fabrication facility, as well as continued investments in our E2, M1 and Guangzhou, China fabrication facilities and LTPS production lines in our P61 fabrication facilities, in 2013. Capital expenditures were also incurred for the acquisition of new equipment during the same period. Our depreciation expense as a percentage of revenue increased from 14.1% in 2011 to 14.3% in 2012 and decreased to 13.3% in 2013. The increase in 2012 was primarily due to recognition of depreciation expenses for P9 and other purchased equipment. The decrease in 2013 was primarily due to the end of the estimated useful life of certain machinery and equipment assets in our P8 and P62 fabrication facilities. We currently expect that, in 2014, our total capital expenditures on a cash out basis will be similar to last year's amount of \$3.5 trillion, primarily to fund the construction of our eighth-generation fabrication facility in Guangzhou, China and expansion of our OLED panel and LTPS backplane technology-based panel production capacities, as well as other expansions and improvements to our existing facilities. This amount is subject to periodic assessment, and we cannot provide any assurance that this amount may not change materially after assessment.

Since inception we have designed our fabrication facilities in-house and co-developed most equipment sets with our suppliers. These efforts have enabled us to gain valuable experience in designing and operating next generation fabrication facilities capable of processing increasingly larger-size glass substrates. We have been able to leverage this experience to achieve and maintain high production output and yields at our fabrication facilities, thereby lowering costs. In addition, in recent years, we have substituted a portion of our equipment purchased from overseas vendors with purchases from local vendors to diversify our supply source and reduce costs. For example, in 2013, we purchased approximately 78% of our equipment for our facilities in Korea from local suppliers on an invoiced basis. We also fabricate certain components internally, such as color filters, which are one of the industry's higher-cost components.

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We also continue to make various process improvements at our fabrication facilities, including enhancing the performance of process equipment, efficiency of material flows and quality of process and product designs. For example, we have reduced the number of mask steps in the TFT process from four to three with respect to certain models, thereby enabling us to process a higher number of substrates in a given period of time. Such process improvements result in increased unit output of our fabrication facilities without significant capital investment, thus enabling us to reduce fixed costs on a per panel basis. In addition, as we prepare for the mass production of large-sized OLED products, we have been making modifications to certain of our existing TFT-LCD fabrication lines to convert them into OLED panel fabrication lines. Because our large-sized OLED panels employ oxide TFT backplane technology, which can be produced using manufacturing processes similar to the processes used to manufacture TFT-LCD panels, relatively little modification has been necessary, thereby reducing the costs of additional investments needed for the conversion of our fabrication lines.

Raw materials comprise the largest component of our costs. In 2013, approximately 84% of the raw materials procured for our facilities in Korea were sourced from local suppliers. To the extent overseas suppliers are able to provide raw materials at competitive prices, we intend to diversify our supplier base by also procuring raw materials from such overseas suppliers. We have also been able to leverage our scale and leading industry position to obtain competitive prices from our suppliers. Certain strategic decisions, such as fabricating our own color filters, one of the higher cost components, have also been important drivers of our cost control.

The size of our operations has also expanded considerably from 2002 to date, enabling us to benefit from economies of scale. However, in 2012, while we continued to benefit from increasing cost efficiencies, our cost of sales per square meter of net display area, which is derived by dividing total cost of sales by total square meters of net display area shipped, increased by 7.4% from US\$645 in 2011 to US\$693 in 2012. The increase was primarily due to a shift in our product mix in 2012 caused mainly by higher demand for our differentiated specialty products that tend to have high-end specifications and employ the latest technologies, and therefore entail higher per square meter cost. Also, a number of our differentiated specialty products, which include products used in ultra-slim notebooks, tablet computers and mobile devices, such as smartphones, have a smaller size per unit than our traditional products, which contributed to the increase in the cost of sales per square meter of display area. In 2013, our cost of sales per square meter of net display area decreased by 9.2% to US\$629 primarily due to a decrease in the cost of raw materials and component parts due in part to the weakening of the Japanese Yen, which we used to purchase 15.5% of our raw materials and component parts in 2013, against the Korean Won.

***Product Mix***

Our product mix reflects our strategic capacity allocation among various product markets, and is continually reviewed and adjusted based on the demand for, and our assessment of the profitability of, display panels in different markets and size categories. In recent years, we believe market demand has been shaped by a shift toward larger-sized panels, especially in the television and desktop panel markets, and a shift toward differentiated specialty products based on newer technologies, especially in the relatively new markets for Ultra HD televisions, ultra-thin notebooks, tablet computers and smartphones. In response to such market trends, we have increased our production capacity and sales of larger-sized panels, as well as developing and commercializing differentiated specialty products for a variety of applications. For example, with respect to our television panel product portfolio, we increased sales of our large-sized panels and the proportion of sales of our 47-inch, 49-inch and 55-inch television panels in our product mix increased between 2011 and 2013. In addition, with respect to our desktop monitor products, we have expanded our product portfolio to offer panels with full high-definition, or Full HD, resolution ranging from 21.5 inches to 34 inches in a variety of screen aspect ratios, including 21:9 screen aspect ratio for ultra-widescreen monitors, in order capture the market for large-size desktop monitors. At the same time, in response to increasing market demand for differentiated specialty products, we have developed and commercialized, for example, tablet computer panels with AH-IPS

technology with increasingly higher resolution and other features, smartphone panels utilizing flexible plastic OLED technology and large-sized curved television panels utilizing our FPR 3D, Ultra HD and OLED technologies.

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The following table sets forth our revenue by product category for the periods indicated and revenue in each product category as a percentage of our total revenue:

	Year Ended December 31,						
	2011		2012		2013		
	Sales	%	Sales	%	Sales	Sales <sup>(6)</sup>	%
<b>(in billions of Won and millions of US\$, except for percentages)</b>							
Panels for:							
Televisions <sup>(1)</sup>	11,579	47.7%	13,512	45.9%	11,795	US\$ 11,177	43.6%
Notebook computers <sup>(2)</sup>	3,246	13.4	3,667	12.5	2,819	2,671	10.4
Desktop monitors <sup>(3)</sup>	4,975	20.5	5,039	17.1	5,256	4,981	19.4
Tablet computers <sup>(4)</sup>	2,224	9.2	3,714	12.6	3,575	3,388	13.2
Mobile and other applications <sup>(5)</sup>	2,190	9.0	3,371	11.5	3,537	3,352	13.1
Sales of goods	24,214	99.7%	29,303	99.6%	26,982	US\$ 25,569	99.8%
Royalties and others	77	0.3	127	0.4	51	49	0.2
Revenue	24,291	100.0%	29,430	100.0%	27,033	US\$ 25,618	100.0%

- (1) For the years ended December 31, 2011 and 2012, includes television sets manufactured and sold by our joint venture company L&T Display Technology (Xiamen) Limited.
- (2) Includes panels for semi-finished products manufactured by our joint venture company LUCOM Display Technology (Kunshan) Ltd.
- (3) Includes desktop monitors manufactured and sold by our joint venture company L&T Display Technology (Fujian) Limited.
- (4) We established tablet computers as a new product category in our audited consolidated financial statements for the three-year period ended December 31, 2013 included in this annual report. Previously, tablet computer panels were reported in the notebook computer and mobile and other application product categories.
- (5) Includes, among others, panels for mobile devices, including smartphones and other types of mobile phones, and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.
- (6) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

The following table sets forth our sales volume by product category for the periods indicated and as a percentage of our total panels sold:

	Year Ended December 31,					
	2011		2012		2013	
Panels for	Number of Panels	%	Number of Panels	%	Number of Panels	%
<b>(in thousands, except for percentages)</b>						

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Televisions <sup>(1)</sup>	53,084	14.5%	56,490	14.2%	53,797	14.0%
Notebook computers <sup>(2)</sup>	62,923	17.2	69,559	17.4	55,559	14.4
Desktop monitors <sup>(3)</sup>	50,247	13.7	51,819	13.0	49,986	13.0
Tablet computers <sup>(4)</sup>	35,640	9.7	56,526	14.2	63,840	16.6
Mobile and other applications <sup>(5)</sup>	164,702	44.9	164,409	41.2	162,011	42.1
Total	366,596	100.0%	398,803	100.0%	385,193	100.0%

- (1) For the years ended December 31, 2011 and 2012, includes television sets manufactured and sold by our joint venture company L&T Display Technology (Xiamen) Limited.
- (2) Includes panels for semi-finished products manufactured by our joint venture company LUCOM Display Technology (Kunshan) Ltd.
- (3) Includes desktop monitors manufactured and sold by our joint venture company L&T Display Technology (Fujian) Limited.
- (4) We established tablet computers as a new product category in our audited consolidated financial statements for the three-year period ended December 31, 2013 included in this annual report. Previously, tablet computer panels were reported in the notebook computer and mobile and other application product categories.
- (5) Includes, among others, panels for mobile devices, including smartphones and other types of mobile phones, and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.

**Table of Contents****Average Selling Prices**

Our product mix has an impact on our average selling prices. In addition to business cycles, industry-wide supply and demand balances and other market- or industry-wide variables, our product cost and price vary with the product display area, as well as the technology and specification of such product. Therefore, the average selling price of our products can vary over time as a result of business cycles and the choices we make in capacity allocation for specific products. The overall average selling price of our display panels can fluctuate significantly. Our average selling price per panel, which is derived by dividing total sales of goods by the total number of panels sold, increased by 11.2% from 66,051 per panel in 2011 to 73,477 in 2012 but decreased by 4.7% to 70,048 (US\$66) in 2013. In 2012 compared to 2011, the positive impact of the continued shift in our product mix, along with slightly improved market conditions, contributed to the increase in our average selling price. In 2013, our average selling price decreased primarily due to industry-wide overcapacity coupled with inventory adjustments by our customers of television panels in particular, which was partly in response to the expiration of a Chinese government sponsored consumer rebate program for purchases of energy efficient televisions in May 2013, resulted in downward pricing pressure. The following table sets forth our average selling price per panel by markets for the periods indicated:

	<b>Average Selling Price <sup>(6)</sup></b>			
	<b>Year Ended December 31,</b>			
	<b>2011</b>	<b>2012</b>	<b>2013 <sup>(7)</sup></b>	
Televisions <sup>(1)</sup>	218,126	239,193	219,250	US\$ 208
Notebook computers <sup>(2)</sup>	51,587	52,718	50,739	48
Desktop monitors <sup>(3)</sup>	99,011	97,242	105,149	100
Tablet computers <sup>(4)</sup>	62,402	65,704	55,999	53
Mobile and other applications <sup>(5)</sup>	13,297	20,504	21,832	21
All panels	66,051	73,477	70,048	66

- (1) For the years ended December 31, 2011 and 2012, includes television sets manufactured and sold by our joint venture company L&T Display Technology (Xiamen) Limited.
- (2) Includes panels for semi-finished products manufactured by our joint venture company LUCOM Display Technology (Kunshan) Ltd.
- (3) Includes desktop monitors manufactured and sold by our joint venture company L&T Display Technology (Fujian) Limited.
- (4) We established tablet computers as a new product category in our audited consolidated financial statements for the three-year period ended December 31, 2013 included in this annual report. Previously, tablet computer panels were reported in the notebook computer and mobile and other application product categories.
- (5) Includes, among others, panels for mobile devices, including smartphones and other types of mobile phones, and industrial and other applications, including entertainment systems, automotive displays, portable navigation devices and medical diagnostic equipment.
- (5) Average selling price for each market represents revenue per market divided by unit sales per market.
- (6) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

Our average revenue per square meter of net display area, which is derived by dividing our total revenue by total square meters of net display area shipped, increased by 13.5% from US\$679 per square meter of net display area in

2011 to US\$771 in 2012. In 2013, our average revenue per square meter of net display area shipped decreased by 6.2% to US\$723.

### **Critical Accounting Policies**

We have prepared our consolidated financial statements in accordance with IFRS as issued by the IASB. These accounting principles require us to make certain estimates and judgments that affect the reported amounts in our consolidated financial statements. Our estimates and judgments are based on historical experience, forecasted future events and various other assumptions that we believe to be reasonable under the circumstances. Estimates and judgments may differ under different assumptions or conditions. We evaluate our estimates and judgments on an ongoing basis. We believe the critical accounting policies discussed below are the most important to the portrayal of our financial condition and results of operations. Each of them is dependent on projections of future market conditions and they require us to make the most difficult, subjective or complex judgments.



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**Table of Contents*****Inventories***

We state our inventory at the lower of cost and net realizable value. We make adjustments to reduce the cost of inventory to its net realizable value, if required, for estimated excess, obsolescence or impaired balances. Factors influencing these adjustments include changes in demand, technological changes, product life cycle, component cost trends, product pricing, and physical deterioration. Revisions to these adjustments would be required if these factors differ from our estimates. If future demand or market conditions for our products are less favorable than forecasted, we may be required to recognize additional write-downs, which would negatively affect our results of operations in the period in which the write-downs are recognized. The write-downs of inventories increased by 2.3% from 133 billion in 2011 to 136 billion in 2012 and further increased by 55.1% to 211 billion (US\$200 million) in 2013. The increases were due in part to the increase in demand for differentiated specialty panels with high-end specifications. The amount of any such adjustment is recognized as cost of sales in the period for which the assessment relates.

***Income Taxes***

We have significant deferred income tax assets that may be used to offset taxable income in future periods. Our ability to utilize deferred income tax assets is dependent on our ability to generate future taxable income sufficient to utilize these deferred income tax assets before their expiration. Changes in estimates of our ability to realize our deferred tax assets are generally recognized in earnings as a component of our income tax (benefit) expense. At each reporting date, we review our deferred tax assets for recoverability considering historical profitability, projected future taxable income, the expected timing of reversals of existing temporary differences and expiration of unused tax losses and tax credits. If we are unable to generate sufficient future taxable income, or if we are unable to identify suitable tax planning strategies, the deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. An increase in unrecognized deferred tax assets would result in an increase in our effective tax rate and could materially adversely impact our operating results. Conversely, if conditions improve and we determine that previously unrecognized deferred tax assets should be recognized because of changes in estimates in future taxable income or other conditions that affect our expected recovery of deferred tax assets, this would result in an increase in reported earnings in such period. As of December 31, 2011, 2012 and 2013, unused tax credit carryforwards of 209 billion, 429 billion and 529 billion (US\$501 million), respectively, were not recognized as deferred tax assets because we did not believe that their realization would be probable. The increase of 220 billion in unrecognized tax credit carryforwards in 2012 compared to 2011 and the increase of 100 billion in 2013 compared to 2012 were due to lowered estimates of future taxable income and, with respect to the increase in 2013 compared to 2012, an increase in the minimum applicable income tax from 14% in 2012 to 16% in 2013. If the unrecognized deferred tax assets are recognized as deferred tax assets in a future period, the effective tax rate for the period could decrease. In estimating projected future taxable income, we considered a variety of factors, including recent overcapacity issues in the display industry and the industry-wide response to scale back capacity expansion plans and adjust utilization rates, as well as trends in demand for display products.

***Provisions Warranty Obligations***

We recognize a provision for warranty obligations based on the estimated costs that we expect to incur under our basic limited warranty for our products. This warranty covers defective products and is normally valid for eighteen months from the date of purchase. These liabilities are accrued when product revenue are recognized. Warranty costs primarily include raw materials and labor costs. Factors that affect our warranty liability include historical and anticipated rates of warranty claims on repairs, calculated based on our sales volume and cost per claim to satisfy our warranty obligation. There were no changes in assumptions or methods used which had a significant impact on the amount of warranty obligations from 2011 to 2013. As these factors are impacted by actual experience and future expectations, we periodically assess the adequacy of our recorded warranty liabilities and adjust the amounts as

necessary. We recognized warranty obligations amounting to 62 billion, 55 billion and 47 billion (US\$45 million) as of December 31, 2011, 2012 and 2013, respectively. Warranty expenses in 2012 increased to 79 billion from 56 billion in 2011 largely due to an increase in sales volume in 2012 compared to 2011 and an increase in per unit warranty expenses as a result of the continued shift in our product mix toward larger-sized panels equipped with relatively newer technologies, partially offset by decreases resulting from continued improvements in our product quality and our cost reduction efforts in general. In 2013, warranty expenses increased to 99 billion largely due to certain defects in our products equipped with newer technologies.

***Long-Lived Assets: Useful Lives, Valuation and Impairment***

Property, plant and equipment are recorded at cost less accumulated depreciation over the estimated useful lives of the individual assets, with depreciation calculated on a straight line basis. The determination of an asset's useful life and salvage value requires judgment based on our historical and anticipated use of the asset. Since 1999, all new machinery is being depreciated on a straight-line basis over four or five years. For goodwill and other intangible assets that have indefinite useful lives or that are not yet available for use, as the case may be, the recoverable amount is estimated each year at the same time irrespective of whether there is any indication of impairment.

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We review the carrying amounts of long-lived assets or cash-generating units at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amount of the relevant asset or cash generating unit is estimated. If circumstances require that a long-lived asset or cash-generating unit be tested for possible impairment, and the carrying value of such long-lived asset or cash-generating unit is considered impaired after such test, an impairment charge is recorded for the amount by which the carrying value of the long-lived asset or cash-generating unit exceeds its estimated recovery value. The recoverable amount of a long-lived asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. Fair value is determined by employing a variety of valuation techniques as necessary, including discounted cash flow models, quoted market values and third-party independent appraisals. The determination of the value in use and the fair value requires our judgments and assumptions about future operations. The determination of an asset's useful life, and the potential impairment of our long-lived assets could have a material effect on our results of operations. In 2011, such impairment losses amounted to 9.2 billion. In 2012, we recognized impairment losses of 40.0 billion resulting primarily from lowered estimates of economic benefits from certain goodwill and in-process research and development assets. In 2013, we recognized impairment losses of 2.5 billion (US\$2.4 million). Impairment loss is recognized as other expenses.

***Employee Benefits***

Our accounting for employee benefits, which mainly consists of our defined benefit plan, involves judgments about uncertain events including, but not limited to, discount rates, life expectancy and future pay inflation. The discount rates are determined by reference to the yield at the reporting date on high quality corporate bonds that have maturity dates approximating the terms of our benefits obligations and that are denominated in the same currency in which the benefits are expected to be paid. Due to changing market and economic conditions, the underlying key assumptions may differ from actual developments and may lead to significant changes in our defined benefit plan. We immediately recognize all actuarial gains and losses arising from defined benefit plans in retained earnings.

***Provisions Legal Proceedings***

We are involved from time to time in certain routine legal proceedings and governmental investigations incidental to our business. See Item 8.A. Consolidated Statements and Other Financial Information Legal Proceedings. We recognize provisions for claims, assessments, litigation, fines, and penalties and other sources when there is a present or constructive obligation arising from a past event, it is more likely than not that an outflow of our resources will result, and the amount of the assessment and/or remediation can be reasonably estimated. In determining whether a provision should be recognized, we evaluate, among other factors, whether it is more likely than not that our defense to a claim will be successful and if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. We estimate the amount of loss, considering factors such as the nature of the litigation, claim, or assessment, the progress of the case and the opinions or views of legal counsel and other advisers. These estimates have been based on our assessment of the facts and circumstances at each reporting date and are subject to change based upon new information and intervening events. Revisions to estimates may significantly impact future net income. If any of the legal proceedings or governmental investigations results in an outcome that differs from our estimates, we may incur charges in excess of the recorded provisions for such proceeding or investigation and our results of operations or financial position may be materially adversely affected. We recognized provisions for litigation and claims amounting to 223 billion, 201 billion and 157 billion (US\$149 million) in the statements of financial position as of December 31, 2011, 2012 and 2013, respectively. Legal costs incurred in connection with loss contingencies are expensed as incurred.



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The following presents our consolidated results of operation information and as a percentage of our revenue for the periods indicated:

	Year Ended December 31,						
	2011	%	2012	%	2013	2013 <sup>(1)</sup>	%
(in billions of Won and in millions of US\$, except for percentages)							
Revenue	24,291	100.0%	29,430	100.0%	27,033	US\$ 25,618	100.0%
Cost of sales	(23,081)	95.0	(26,425)	89.8	(23,525)	(22,293)	87.0
Gross profit	1,210	5.0	3,005	10.2	3,508	3,324	13.0
Selling expenses	(728)	3.0	(814)	2.8	(732)	(694)	2.7
Administrative expenses <sup>(2)</sup>	(430)	1.8	(494)	1.8	(518)	(491)	1.9
Research and development expenses <sup>(2)</sup>	(816)	3.4	(785)	2.6	(1,096)	(1,039)	4.1
Other income	1,224	5.0	1,261	4.3	1,109	1,051	4.1
Other expenses	(1,400)	5.8	(1,614)	5.5	(1,269)	(1,203)	4.7
Finance income	207	0.9	293	1.0	185	175	0.7
Finance costs	(363)	1.5	(437)	1.5	(382)	(362)	1.4
Equity income on investments, net	15	0.1	44	0.1	25	23	0.1
Profit (loss) before income tax	(1,081)	4.5	459	1.6	830	787	3.1
Income tax expense (benefit)	(293)	1.2	222	0.8	411	389	1.5
Profit (loss) for the period	(788)	3.2	237	0.8	419	397	1.5
Other comprehensive income (loss) for the period, net of income tax	31	0.1	(140)	0.5	(22)	(21)	0.1
Total comprehensive income (loss) for the period	(757)	3.1%	97	0.3%	397	US\$ 376	1.5%

(1) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

(2) Amortization expenses related to certain research and development activities included in administrative expenses for the year ended December 31, 2011 have been reclassified as research and development expenses to conform to the criteria of classification for the years ended December 31, 2012 and 2013.

**Comparison of 2013 to 2012****Revenue**

Our revenue decreased by 8.1% from 29,430 billion in 2012 to 27,033 billion (US\$25,618 million) in 2013. The decrease in revenue resulted from decreases in revenue from sales of panels for televisions, notebook computers and tablet products, which were in turn mainly due to decreases in the average selling prices of panels for televisions and notebook computers, coupled with decreases in the number of notebook computers and television panels sold, offset

in part by slight increases in revenue derived from sales of panels for monitors and mobile and other applications. In particular:

Demand for our large-sized television panels, comprising 42-inch and larger panels, which category includes three of our top selling television panels in 2013, namely 42-inch, 47-inch and 55-inch panels, grew in 2013, leading to an increase in the number of those panels sold by 2.9% from approximately 27.3 million panels in 2012 to approximately 28.1 million panels in 2013. However, the increase in the number of our large-size television panels sold was more than offset by a decrease in the average selling price of those panels, resulting in a decrease in revenue derived from those panels.

Demand for our 15.6-inch or smaller notebook computer panels, which category includes three of our top selling notebook computer panels in 2013, namely 13.3-inch, 14-inch and 15.6-inch panels, fell in 2013, resulting in a decrease in the number of those panels sold by 19.6% from approximately 66.3 million panels in 2012 to 53.3 million panels in 2013 and a slight decrease in the average selling price of those panels, resulting in a decrease in revenue derived from those panels.

The number of units sold of our large-sized desktop monitor panels, comprising 21.5-inch and larger panels, which category includes three of our top selling desktop monitor panels, namely 21.5-inch, 23-inch and 27-inch panels, increased by 14.6% from approximately 28.8 million panels in 2012 to 33.0 million panels in 2013. The average selling price of those panels increased slightly, together resulting in an increase in revenue derived from those panels. The increase in revenue derived from our large-sized desktop panels in 2013 compared to 2012 led to an increase in overall revenues from desktop monitor panels sales, but was offset in part by a decrease in revenue derived from our small-sized desktop panels over the same period, which was due to decreases in both the sales volume and average selling price of those panels.

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Demand for our tablet computer panels smaller than 10 inches grew in 2013, leading to an increase in the number of those panels sold by 10.8% from 55.7 million panels in 2012 to 61.7 million panels in 2013. However, the increase in the number of those panels sold was more than offset by a decrease in the average selling price of those panels, resulting in a decrease in revenue derived from those panels.

In our mobile and other applications category, we experienced continued growth in demand for increasingly larger smartphone panels in 2013 as compared to 2012. For example, the number of units sold of panels in this category that are between 3.5-inch and 6-inch, which category includes all of our smartphone panels and accounts for more than 80% of our sales volume and amount in this category, increased by 2.8% from approximately 133.8 million panels in 2012 to 137.5 million panels in 2013. The average selling price of those panels also increased slightly, together resulting in an increase in revenue derived from those panels.

Revenue attributable to sales of panels for televisions decreased by 12.7% from approximately 13,512 billion in 2012 to approximately 11,795 billion (US\$11,177 million) in 2013, resulting from decreases in both the number of units sold and average selling price of our panels in this category in 2013 compared to 2012. The average selling price of panels for televisions decreased by 8.3% from approximately 239,193 in 2012 to approximately 219,250 (US\$208) in 2013, and the total unit sales of panels in this category decreased by 4.8% from approximately 56.5 million panels in 2012 to approximately 53.8 million in 2013. The decrease in revenue attributable to sales of panels for televisions primarily reflected a decrease in the average selling price mainly due to increased downward pricing pressure resulting from capacity expansion by our competitors coupled with inventory adjustments by our customers in response to the expiration of a Chinese government sponsored consumer rebate program for purchases of energy efficient televisions in May 2013. Notwithstanding the overall decrease in sales volume of our television panels, the sales volume of our television panels that are more than 42-inch in size increased over the same period, in particular panels incorporating differentiated specialty features.

Revenue attributable to sales of panels for notebook computers decreased by 23.1% from approximately 3,667 billion in 2012 to approximately 2,819 billion (US\$2,671 million) in 2013, resulting from decreases in both the number of units sold and average selling price of our panels in this category in 2013 compared to 2012. The total unit sales of panels for notebook computers decreased by 20.1% from approximately 69.6 million panels in 2012 to approximately 55.6 million in 2013, and the average selling price of panels in this category decreased by 3.8% from approximately 52,718 in 2012 to approximately 50,739 (US\$48) in 2013. The decrease in revenue attributable to sales of panels for notebook computers primarily reflected a continued general shift in consumer demand for tablet computers as an alternative to notebook computers, which in turn results in a similar shift in market demand for tablet computer panels over notebook computer panels, as well as increased downward pricing pressure resulting from capacity expansion by our competitors.

Revenue attributable to sales of panels for desktop monitors increased by 4.3% from approximately 5,039 billion in 2012 to approximately 5,256 billion (US\$4,981 million) in 2013, resulting from an increase in the average selling price in 2013 compared to 2012, partially offset by a decrease in the number of units sold in this category in 2013 compared to 2012. The average selling price of panels in this category increased by 8.1% from approximately 97,242 in 2012 to approximately 105,149 (US\$100) in 2013, whereas the total unit sales of panels for desktop monitors decreased by 3.5% from approximately 51.8 million panels in 2012 to approximately 50.0 million in 2013. The increase in revenue attributable to sales of panels for desktop monitors primarily resulted from the continued shift in market demand toward larger-sized desktop monitors in 2013, which led to increases in both the sales volume and average selling price of our desktop monitor panels that are 21.5-inch or larger in size in 2013 compared to 2012, offset by decreases in the sales volume and average selling price of our desktop monitor panels that are less than 21.5-inch in size over the same period.

Revenue attributable to sales of panels for tablet computers decreased by 3.7% from approximately 3,714 billion in 2012 to approximately 3,575 billion (US\$3,388 million) in 2013, resulting from a decrease in the average selling price in 2013 compared to 2012, partially offset by an increase in the number of units sold in this category in 2013 compared to 2012. The average selling price of panels in this category decreased by 14.8% from approximately 65,704 in 2012 to approximately 55,999 (US\$53) in 2013, whereas the total unit sales of panels for tablet computers increased by 12.9% from approximately 56.5 million panels in 2012 to approximately 63.8 million in 2013. The decrease in revenue attributable to sales of panels for tablet computers primarily resulted from decreases in the average selling price and number of units sold of one of our older top selling tablet computer panels in 2013 compared to 2012 as the product life cycle of that panel approaches maturity, offset in part by increases in the average selling price and number of units sold of a newer tablet computer panel.



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Revenue attributable to sales of panels for mobile and other applications increased by 4.9% from approximately 3,371 billion in 2012 to approximately 3,537 billion (US\$3,352 million) in 2013, resulting from an increase in the average selling price of our panels in this category in 2013 compared to 2012, which was offset in part by a slight decrease in the number of units sold in this category in 2013 compared to 2012. The average selling price of panels for mobile and other applications increased by 6.5% from approximately 20,504 in 2012 to 21,832 (US\$21) in 2013, while the total unit sales of panels in this category decreased by 1.5% from approximately 164.4 million in 2012 to approximately 162.0 million. The increase in the average selling price primarily reflected a shift in our product mix toward increasingly larger panels equipped with newer technologies that enable higher resolutions and meet more advanced performance specifications, particularly in the case of panels for smartphones, which tend to command a higher price premium.

In addition, our revenue attributable to royalty and others decreased by 59.8% from 127 billion in 2012 to 51 billion (US\$49 million) in 2013. The decrease was due to a decrease in other revenue, consisting primarily of sales of raw materials on-sold to our customers for module assembly purposes and sales of components to third party after-sales service providers, from 89 billion in 2012 to 32 billion (US\$30 million) in 2013, as well as a decrease in royalties from 38 billion in 2012 to 19 billion (US\$18 million) in 2013 due to a decrease in lump-sum royalty payments from our licensees in 2013 compared to 2012.

***Cost of Sales***

Cost of sales decreased by 11.0% from 26,425 billion in 2012 to 23,525 billion (US\$22,293 million) in 2013. As a percentage of revenue, cost of sales decreased from 89.8% in 2012 to 87.0% in 2013. The decrease in our cost of sales in 2013 compared to 2012 was attributable mainly to decreases in raw materials and component costs and change in inventories due in part to the weakening of the Japanese Yen, in which 15.5% of our raw materials and component part purchases were denominated in 2013, against the Korean Won in 2013 compared to 2012. In addition, a decrease in depreciation and amortization costs, resulting mainly from the end of estimated useful life of certain machinery and equipment assets in our P8 and P62 fabrication facilities contributed to the decrease in cost of sales in 2013 compared to 2012. Such decreases more than offset increases in overhead costs and labor costs in 2013 compared to 2012.

As a percentage of our total cost of sales, raw materials and component costs and depreciation and amortization costs decreased from 68.5% and 15.8%, respectively, in 2012 to 66.7% and 15.6%, respectively, in 2013, while overhead costs and labor costs increased from 7.6% and 7.3%, respectively, in 2012 to 9.4% and 8.3%, respectively, in 2013.

Cost of sales per square meter of net display area, which is derived by dividing total cost of sales by total square meters of net display area shipped, decreased by 9.2% from US\$693 per square meter of net display area in 2012 to US\$629 in 2013. Cost of sales per panel sold, which is derived by dividing total cost of sales by total number of panels sold, decreased by 7.8% from 66,261 in 2012 to 61,074 (US\$58) in 2013.

***Gross Profit and Gross Margin***

As a result of the cumulative effect of the reasons explained above, our gross profit increased by 16.7% from 3,005 billion in 2012 to 3,508 billion (US\$3,324 million) in 2013, and our gross margin improved from 10.2% in 2012 to 13.0% in 2013. Even though our revenue decreased in 2013 compared to 2012, which was mainly due to decreases in the average selling price and number of panels sold over the same period, the decrease in revenue was outpaced by the decrease in the cost of goods sold in 2013 compared to 2012, which was the primary reason for the increases in our gross profit and gross margin.

***Selling and Administrative Expenses***

Selling and administrative expenses decreased by 4.4% from 1,308 billion in 2012 to 1,250 billion (US\$1,185 million) in 2013. In contrast, as a percentage of revenue, our selling and administrative expenses increased slightly from 4.4% in 2012 to 4.6% in 2013. The decrease in selling and administrative expenses in 2013 compared to 2012 was attributable primarily to decreases in:

shipping costs, resulting primarily from a decrease in costs relating to our usage of air freight due to reduced usage of such freight and a general decrease in our overall sales volume in 2013 compared to 2012; and

depreciation expense, resulting primarily from the end of estimated useful life of certain IT equipment assets.

Such decreases were offset in part by an increase in advertising expense in 2013 compared to 2012 resulting from an increase in our advertising activities, in particular in connection with our new OLED and Ultra HD panels, and an increase in other employee benefits in 2013 compared to 2012 resulting from the establishment of an employment benefit fund at our subsidiaries in China in 2013.

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The following are the major components of our selling and administrative expenses for each of the years in the two-year period ended December 31, 2013:

	<b>Year Ended December 31,</b>	
	<b>2012</b>	<b>2013</b>
	<b>(in billions of Won)</b>	
Salaries	224	232
Expenses related to defined benefit plan	20	22
Other employee benefits	57	70
Shipping costs	350	215
Fees and commissions	190	197
Depreciation	113	96
Taxes and dues	29	34
Advertising	104	145
After-sales service	106	117
Rent	26	23
Insurance	11	12
Travel	21	23
Training	13	12
Others	44	52
<b>Total</b>	<b>1,308</b>	<b>1,250</b>

**Research and Development Expenses**

Research and development expenses increased by 39.6% from 785 billion in 2012 to 1,096 billion (US\$1,039 million) in 2013. As a percentage of revenue, our research and development expenses increased from 2.7% in 2012 to 4.1% in 2013. The increase in research and development expenses in 2013 compared to 2012 was attributable to increase in research and development activities related to OLED and next generation technologies and products and the average number of research and development employees over the same period.

**Other Income (Expense), Net**

Other income includes primarily foreign currency gains from operating activities, and other expenses include primarily foreign currency losses from operating activities and expenses related to legal proceedings or claims, and others. Our total net other expense decreased by 54.7% from 353 billion in 2012 to 160 billion (US\$152 million) in 2013, primarily due to a decrease in expenses related to legal proceedings or claims and others by 43.4% from 459 billion in 2012 to 260 billion (US\$246 million) in 2013, offset in part by a decrease in net foreign currency gain by 39.6% from 134 billion in 2012 to 81 billion (US\$77 million) in 2013, mainly due to the depreciation of the U.S. dollar against the Korean Won in 2013 compared to 2012.

We recognized expenses related to legal proceedings or claims of 456 billion and 259 billion (US\$245 million) in 2012 and 2013, respectively. These expenses include provisions with respect to certain legal proceedings as well as settlement payments in connection with related claims. See Item 8.A. Consolidated Statements and Other Financial Information Legal Proceedings for a discussion of our legal proceedings and associated settlement payments.

***Finance Income (Costs), Net***

Finance income recognized in profit or loss includes primarily interest income and foreign currency gains. Finance cost recognized in profit or loss includes primarily interest expense and foreign currency loss.

Our total net finance costs increased by 36.8% from 144 billion in 2012 to 197 billion (US\$187 million) in 2013. Our total net finance costs increased because of a decrease in finance income in 2013 compared to 2012, offset in part by a decrease in finance costs over the same period.

Our finance income decreased by 36.9% from 293 billion in 2012 to 185 billion (US\$175 million) in 2013, attributable primarily to a decrease in foreign currency gain by 45.4% from 260 billion in 2012 to 142 billion (US\$135 million) in 2013 as the depreciation of the U.S. dollar against the Korean Won in 2013 compared to 2012 was smaller than the depreciation of the U.S. dollar against the Korean Won in 2012 compared to 2011.

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Our finance costs decreased by 12.6% from 437 billion in 2012 to 382 billion (US\$362 million) in 2013 primarily due to a decrease in interest expense by 15.4% from 188 billion in 2012 to 159 billion (US\$151 million) in 2013, resulting primarily from a decrease in the average interest rates applicable to our financial liabilities, as well as a decrease in our average amounts of financial liabilities outstanding, in 2013 compared to 2012, and a decrease in loss on sale of trade accounts and notes receivable by 40.6% from 32 billion in 2012 to 19 billion (US\$18 million) in 2013, largely reflecting a decrease in the average amounts of our outstanding trade accounts and notes receivable sold to financial institutions and a decrease in funding costs in 2013 compared to 2012.

***Income Tax Expense***

Our income tax expense increased significantly from 222 billion in 2012 to 411 billion (US\$389 million) in 2013, primarily due to a significant increase in profit before income tax from 459 billion in 2012 to 830 billion (US\$787 million) in 2013. Our effective tax rate increased from 48.4% in 2012 to 49.5% in 2013 mainly due to a reduction in tax credits for capital expenditures in 2013 compared to 2012. The difference between our effective tax rate and our statutory tax rate in 2012 and 2013 was mainly due to the change in unrecognized deferred tax assets of 198 billion and 215 billion (US\$204 million), respectively. See Note 29 of the notes to our financial statements. As of December 31, 2013, unused tax credit carryforwards of 529 billion (US\$501 million) were not recognized as deferred tax assets because we did not believe realization of such amounts would be probable. As of December 31, 2012, unused tax credit carryforwards of 429 billion were not recognized.

***Profit for the Period***

As a result of the cumulative effect of the reasons explained above, our profit for the period increased by 76.8% from 237 billion in 2012 to 419 billion (US\$397 million) in 2013.

**Comparison of 2012 to 2011*****Revenue***

Our revenue increased by 21.2% from 24,291 billion in 2011 to 29,430 billion in 2012. Increases in the average selling prices of panels for televisions, notebook computers, tablet computers and mobile and other applications, coupled with increases in the number of panels for televisions, notebook computers, desktop monitors and tablet computers sold, were the primary contributing factors to this increase, offset in part by slight decreases in the average selling price of desktop monitors and the number of panels for mobile and other applications sold. In particular:

Demand for our large-sized television panels, comprising 42-inch and larger panels, grew in 2012, leading to an increase in the number of those panels sold in 2012 compared to 2011. The number of our 42-inch and larger panels sold increased by 33.2% from approximately 20.5 million panels in 2011 to approximately 27.3 million in 2012. In particular, the number of units sold of our 55-inch television panels increased by 75.0% from approximately 2.0 million panels in 2011 to approximately 3.5 million in 2012. Increases in both the sales volume and average selling price of our large-sized television panels in 2012 compared to 2011, particularly of our large-sized television panels equipped with FPR 3D technology which accounted for about half the number of units sold of our large-sized television panels in 2012, outpaced decreases in both the sales volume and average selling price of our television panels that are less than 42-inch in size during the same period.

Demand for our 15.6-inch or smaller notebook computer panels, which category includes three of our top selling notebook computer panels in 2012, namely 13.3-inch, 14-inch and 15.6-inch, grew in 2012, resulting in a 13.5% increase in the number of units sold of our 15.6-inch or smaller notebook computer panels from approximately 58.4 million panels in 2011 to 66.3 million in 2012. The average selling price of our 15.6-inch or smaller notebook computer panels increased in 2012 compared to 2011, in part due to the increased demand for our AH-IPS panels used in notebook computers and our Shuriken panels used in ultra-slim notebook computers.

The number of units sold of our large-sized desktop monitor panels, comprising 21.5-inch and larger panels, grew in 2012, whereas the average selling price of such panels decreased slightly over the same period. In the case of our 21.5-inch desktop monitor panels, for example, the number of units sold increased by 15.1% from approximately 10.6 million panels in 2011 to approximately 12.2 million in 2012, which outpaced a 6.1% decrease in the average selling price of such model of during the same period. In contrast, the number of units sold of desktop monitor panels that are less than 21.5-inch in size decreased in 2012 compared to 2011, whereas the average selling price of such panels increased slightly.

Demand for our tablet computer panels smaller than 10 inches, which category includes panels with new sizes that were added to our product lineup in 2012, grew in 2012, leading to an increase in the number of those panels sold by 60.5% from 34.7 million panels in 2011 to 55.7 million panels in 2012 and an increase in the average selling price during the same period, which in turn resulted in an increase in revenue derived from those panels.

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In our mobile and other applications category, we experienced continued growth in demand for increasingly larger smartphone panels in 2012 as compared to 2011. For example, the number of units sold of smartphone panels that are 3.5-inch or larger increased in 2012 compared to 2011. In particular, certain models that incorporate advanced technology such as AH-IPS technology, including our 4-inch panels, saw large increases in both their average selling prices and number of units sold in 2012 as compared to 2011. In contrast, the average selling prices and sales volume of certain other panels in our mobile and other applications category, such as smaller-sized panels used in older mobile phones that have been increasingly superseded in the market by smartphones, continued to decline in 2012 compared to 2011.

Revenue attributable to sales of panels for televisions increased by 16.7% from approximately 11,579 billion in 2011 to approximately 13,512 billion in 2012, resulting from increases in both the average selling price and number of units sold of our panels in this category in 2012 compared to 2011. The average selling price of panels for televisions increased by 9.7% from approximately 218,126 in 2011 to approximately 239,193 in 2012, and the total unit sales of panels in this category increased by 6.4% from approximately 53.1 million panels in 2011 to approximately 56.5 million in 2012. The increase in revenue attributable to sales of panels for televisions primarily reflected a continued growth in market demand in 2012 for increasingly larger-sized television panels, in particular for panels incorporating differentiated specialty features such as FPR 3D, which commanded a higher average selling price in 2012 compared to 2011. In addition, the general recovery in demand for television panels in 2012 contributed to the increase in sales volume of such panels in 2012. This increase was partially offset by decreases in both the sales volume and average selling price of our television panels that are less than 42-inch in size during the same period.

Revenue attributable to sales of panels for notebook computers increased by 13.0% from approximately 3,246 billion in 2011 to approximately 3,667 billion in 2012, resulting from increases in both the number of units sold and average selling price of our panels in this category in 2012 compared to 2011. The total unit sales of panels for notebook computers increased by 10.7% from approximately 62.9 million panels in 2011 to approximately 69.6 million in 2012, and the average selling price of panels in this category increased by 2.2% from approximately 51,587 in 2011 to approximately 52,718 in 2012. The growth in revenue attributable to sales of panels for notebook computers primarily reflected continued growth in demand in 2012 for high performance panels used ultra-slim notebooks. These products incorporate newer technologies and therefore command higher price premiums compared to more traditional products, which contributed to the increase in average selling price of our panels in this category in 2012 compared to 2011.

Revenue attributable to sales of panels for desktop monitors increased by 1.3% from approximately 4,975 billion in 2011 to approximately 5,039 billion in 2012, resulting from an increase in the number of units sold in this category in 2012 compared to 2011, partially offset by a decrease in the average selling price of such panels during the same period. The total unit sales of panels for desktop monitors increased by 3.2% from approximately 50.2 million panels in 2011 to approximately 51.8 million in 2012, whereas the average selling price of panels in this category decreased by 1.8% from approximately 99,011 in 2011 to approximately 97,242 in 2012. The increase in revenue attributable to sales of panels for desktop monitors primarily resulted from the continued shift in market demand toward larger-sized desktop monitors in 2012, which led to an increase in the sales volume of our desktop monitor panels that are 21.5-inch or larger in size in 2012 compared to 2011, partially offset by a decrease in the sales volume of our desktop monitor panels that are less than 21.5-inch in size over the same period. In addition, the decrease in the average selling price of our panels in this category in 2012 compared to 2011 partially offset the increase in sales volume of such panels over the same period.

Revenue attributable to sales of panels for tablet computers increased by 67.0% from approximately 2,224 billion in 2011 to approximately 3,714 billion in 2012, resulting from increases in both the number of units sold and average selling price in 2012 compared to 2011. The total unit sales of panels for tablet computers increased by 58.7% from approximately 35.6 million panels in 2011 to 56.5 million in 2012. The average selling price of panels in this category

increased by 5.3% from approximately 62,402 in 2011 to approximately 65,704 in 2012. The increase in revenue attributable to sales of panels for tablet computers primarily resulted from sales derived from panels with new sizes that were added to our product lineup in this category in 2012.

Revenue attributable to sales of panels for mobile and other applications increased by 53.9% from approximately 2,190 billion in 2011 to approximately 3,371 billion in 2012, resulting from an increase in the average selling price of our panels in this category while the number of units sold remained relatively flat. The average selling price of panels for mobile and other applications increased by 54.2% from approximately 13,297 in 2011 to 20,504 in 2012, while the total unit sales of panels in this category decreased by 0.2% from approximately 164.7 million panels in 2011 to approximately 164.4 million in 2012. The increase in the average selling price primarily reflected a shift in our product mix toward increasingly larger panels equipped with newer technologies that enable higher resolutions and meet more advanced performance specifications, particularly in the case of panels for smartphones, which tend to command a higher price premium.



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In addition, our revenue attributable to royalty and others increased by 64.9% from 77 billion in 2011 to 127 billion in 2012. The increase was primarily due to an increase in other revenue, consisting primarily of sales of raw materials on-sold to our customers for module assembly purposes and sales of components to third party after-sales service providers, from 16 billion in 2011 to 89 billion in 2012. Such increase was partially offset by a decrease in royalty income included in revenue from 61 billion in 2011 to 38 billion in 2012 due to a decrease in lump-sum royalty payments from our licensees in 2012 compared to 2011.

***Cost of Sales***

Cost of sales increased by 14.5% from 23,081 billion in 2011 to 26,425 billion in 2012. As a percentage of revenue, cost of sales decreased from 95.0% in 2011 to 89.8% in 2012. The increase in our cost of sales in 2012 compared to 2011 was attributable primarily to an increase in raw materials and component costs due to an increase in the number of panels sold in 2012 compared to 2011, as well as the increased share of high-end products in our product mix which contributed to the increase in costs on a per unit basis during the same period. In addition, an increase in depreciation and amortization costs, resulting mainly from recognition of depreciation costs in respect of newly constructed facilities and newly purchased equipment, and an increase in labor costs also contributed to the increase in cost of sales in 2012 compared to 2011.

As a percentage of our total cost of sales, raw materials and component costs decreased slightly from 69.2% in 2011 to 68.5% in 2012, while depreciation and amortization costs and labor costs increased slightly from 14.9% and 7.1%, respectively, in 2011 to 15.8% and 7.3%, respectively, in 2012.

Cost of sales per square meter of net display area, which is derived by dividing total cost of sales by total square meters of net display area shipped, increased by 7.4% from US\$645 per square meter of net display area in 2011 to US\$693 in 2012. Cost of sales per panel sold, which is derived by dividing total cost of sales by total number of panels sold, increased by 5.2% from 62,960 in 2011 to 66,261 in 2012.

***Gross Profit and Gross Margin***

As a result of the cumulative effect of the reasons explained above, our gross profit increased significantly from 1,210 billion in 2011 to 3,005 billion in 2012. Our gross margin improved from 5.0% in 2011 to 10.2% in 2012, primarily as a result of an 11.2% increase in the average selling price of our products in 2012 compared to 2011, which outpaced a 5.2% increase in the cost of sales per panel sold over the same period. The continued shift in our product mix toward higher-end products in 2012 resulted in increases in both the average selling price and cost of sales per panel sold in 2012 compared to 2011, but the increase in average selling price outpaced the increase in cost of sales per panel sold because the higher-end products in our product mix tend to command higher premiums and we were able to partially offset the increase in per unit costs by continuing to improve the efficiency of our production processes, as well as maintaining higher utilization rates in 2012 compared to 2011.

***Selling and Administrative Expenses***

Selling and administrative expenses increased by 13.0% from 1,158 billion in 2011 to 1,308 billion in 2012. In contrast, as a percentage of revenue, our selling and administrative expenses decreased slightly from 4.8% in 2011 to 4.4% in 2012. The increase in selling and administrative expenses in 2012 was attributable primarily to increases in:

shipping costs, resulting primarily from an increase in sales volume shipped to the Americas and Europe, an increase in costs relating to our usage of air freight and a general increase in our overall sales volume in 2012 compared to 2011;

depreciation expense, resulting primarily from recognition of depreciation and amortization costs relating to installation of new upgrades to our IT systems; and

after-sales service expense, resulting primarily from an increase in our overall sales volume in 2012 compared to 2011, as well as the continued shift in our product mix in 2012 toward larger-sized panels equipped with relatively newer technologies, which tend to increase the per unit after-sales service costs.

Such increases were offset in part by a decrease in advertising expense in 2012 compared to 2011 as the initial costs of certain of our advertising campaigns that were undertaken starting in 2011, including FPR 3D promotion activities in markets such as China and Brazil, had a relatively smaller impact on our advertising expense in 2012 compared to 2011.

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The following are the major components of our selling and administrative expenses for each of the years in the two-year period ended December 31, 2012:

	<b>Year Ended December 31,</b>	
	<b>2011<sup>(1)</sup></b>	<b>2012</b>
	<b>(in billions of Won)</b>	
Salaries	203	224
Expenses related to defined benefit plan	20	20
Other employee benefits	63	57
Shipping costs	262	350
Fees and commissions	174	190
Depreciation	59	113
Taxes and dues	32	29
Advertising	136	104
After-sales service	72	106
Rent	29	26
Insurance	9	11
Travel	26	21
Training	18	13
Others	55	44
<b>Total</b>	<b>1,158</b>	<b>1,308</b>

(1) Components of selling and administrative expenses for the year ended December 31, 2011 have been reclassified to conform to the criteria of classification for the year ended December 31, 2012.

**Research and Development Expenses**

Research and development expenses decreased by 3.8% from 816 billion in 2011 to 785 billion in 2012. As a percentage of revenue, our research and development expenses decreased from 3.4% in 2011 to 2.7% in 2012. The decrease in research and development expenses in 2012 compared to 2011 was attributable to a decrease in costs of certain supplies, particularly photo masks and molds, and raw materials used for our research and development activities, offset in part by an increase in average salaries paid to our research and development employees and an increase in depreciation and amortization costs recognized as research and development expenses.

**Other Income (Expense), Net**

Other income includes primarily foreign currency gains from operating activities, and other expenses include primarily foreign currency losses from operating activities and expenses related to legal proceedings or claims, and others. Our total net other expense increased from 176 billion in 2011 to 353 billion in 2012, primarily due to an increase in expenses related to legal proceedings or claims and others from 151 billion in 2011 to 459 billion in 2012, offset in part by a net foreign currency gain of 134 billion in 2012 compared to a net foreign currency loss of 29 billion in 2011.

We recognized expenses related to legal proceedings or claims of 150 billion and 456 billion in 2011 and 2012, respectively. These expenses include provisions with respect to certain legal proceedings as well as settlement payments in connection with related claims. See Item 8.A. Consolidated Statements and Other Financial Information Legal Proceedings for a discussion of our legal proceedings and associated settlement payments.

***Finance Income (Costs), Net***

Finance income recognized in profit or loss includes primarily interest income and foreign currency gains. Finance cost recognized in profit or loss includes primarily interest expense and foreign currency loss.

Our total net finance costs decreased by 7.7% from 156 billion in 2011 to 144 billion in 2012. Our total net finance costs decreased because of an increase in finance income in 2012 compared to 2011, offset in part by an increase in finance costs over the same period.

Our finance income increased by 41.5% from 207 billion in 2011 to 293 billion in 2012, attributable primarily to a net foreign currency gain of 67 billion in 2012 compared to a net foreign currency loss of 32 billion in 2011 due in large part to recording a net foreign currency translation gain in respect of our foreign currency denominated debt in 2012 compared to a loss in 2011 resulting from a higher year-end value of the Korean Won against the U.S. dollar in 2012 compared to 2011, offset in part by a net foreign currency exchange loss in 2012 compared to a gain in 2011 due to a lower average value of the Korean Won against the U.S. dollar in 2012 compared to 2011. The increase in our finance income in 2012 compared to 2011 was offset in part by a 29 billion decrease in interest income primarily due to a decrease in the average interest rates applicable to our time deposits and reduced average amounts of cash held in the form of time deposits in 2012 compared to 2011.

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Our finance costs increased by 20.4% from 363 billion in 2011 to 437 billion in 2012 primarily due to a 43 billion increase in interest expense resulting primarily from an increase in the average interest rates applicable to our financial liabilities, as well as an increase in our average amounts of financial liabilities outstanding, in 2012 compared to 2011, and an increase of 12 billion in loss on sale of trade accounts and notes receivable in 2012 compared to 2011, largely reflecting the increase in trade accounts and notes receivable sold to financial institutions resulting from increased sales in 2012 compared to 2011.

***Income Tax Expense (Benefit)***

We recognized income tax expense of 222 billion in 2012 compared to an income tax benefit of 293 billion in 2011, primarily due to recording a profit before income tax of 459 billion in 2012 compared to a loss before income tax of 1,081 billion in 2011. As a result, our effective income tax rate was 48.4% in 2012 compared to 27.1% in 2011. As of December 31, 2012, unused tax credit carryforwards of 429 billion were not recognized as deferred tax assets because we did not believe realization of such amounts would be probable. As of December 31, 2011, unused tax credit carryforwards of 209 billion were not recognized.

***Profit (Loss) for the Period***

As a result of the cumulative effect of the reasons explained above, our profit for the period was 237 billion in 2012 compared to a loss of 788 billion in 2011.

***Item 5.B. Liquidity and Capital Resources***

Our principal sources of liquidity have been net cash flows generated from our operating activities and debt financing activities. We had cash and cash equivalents of 1,518 billion, 2,339 billion and 1,022 billion (US\$968 million) as of December 31, 2011, 2012 and 2013, respectively. We also had deposits in banks of 815 billion, 315 billion and 1,302 billion (US\$1,234 million), respectively, as of December 31, 2011, 2012 and 2013. Our primary use of cash has been to fund capital expenditures related to the expansion and improvement of our production capacity with respect to existing and newly developed products, including the construction and ramping-up of new, or in certain cases, expansions of existing, fabrication facilities and the acquisition of new equipment. We also use cash flows from operations for our working capital requirements and servicing our debt payments. We expect our cash requirements for 2014 to be primarily for capital expenditures and repayment of maturing debt.

As of December 31, 2011, we had current assets of 7,858 billion and current liabilities of 9,911 billion, resulting in net current liabilities of 2,053 billion. As of December 31, 2012, we had current assets of 8,915 billion and current liabilities of 9,206 billion, resulting in net current liabilities of 291 billion. As of December 31, 2013, we had current assets of 7,732 billion (US\$7,327 million) and current liabilities of 6,789 billion (US\$6,434 million), resulting in net current assets of 943 billion (US\$894 million). The decrease in net current liabilities as of December 31, 2012 compared to December 31, 2011 was primarily attributable to a 1,182 billion decrease in other accounts payable mainly as a result of repayment of accounts payable amounts associated with the construction of our P9 fabrication facility, OLED panel and LTPS backplane technology-based panel production facilities and other investment projects, a 594 billion increase in trade accounts and notes receivable mainly as a result of increased sales volume, particularly in the second half of 2012, and a 321 billion increase in cash and cash equivalents, net of decreases in deposits in banks, mainly due to an increase in cash received from sales and an increase in the amount of trade accounts and notes receivable sold to financial institutions as of December 31, 2012 compared to December 31, 2011. The decrease in net current liabilities as of December 31, 2012 compared to December 31, 2011 was partially offset by a 364 billion increase in trade accounts and notes payable mainly due to increases in purchases of raw materials and components

resulting from increased production activities in 2012, particularly in the second half of 2012. The change from net current liabilities as of December 31, 2012 to net current assets as of December 31, 2013 was primarily attributable to a 1,357 billion decrease in other accounts payable as of December 31, 2013 compared to December 31, 2012 as result of continued repayment of accounts payable amounts associated with the construction of our P9 fabrication facility, OLED panel and LTPS backplane technology-based panel production facilities and other investment projects and a 1,147 billion decrease in trade accounts and notes payable as of December 31, 2013 compared to December 31, 2012 as a result of a decrease in purchases of raw materials and components resulting from decreased production activities in 2013 compared to 2012.

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Our management constantly monitors our working capital, and we have historically been able to satisfy our cash requirements from cash flows from operations and debt financing. We believe that we have sufficient working capital for our present requirements. We issued domestic debentures in the aggregate principal amount of 590 billion in 2013, proceeds from which have been primarily used for our capital expenditure requirements. In addition, in each of January and December 2013, we entered into a facility loan agreement for an aggregate principal amount of up to 369 billion in long-term loans, under which the full amount was drawn and outstanding as of December 31, 2013.

Our ability to satisfy our cash requirements from cash flows from operations and financing activities will be affected by our ability to maintain and improve our margins and, in the case of external financing, market conditions, which in turn may be affected by several factors outside of our control. Therefore, we re-evaluate our capital requirements regularly in light of our cash flows from operations, the progress of our expansion plans and market conditions. To the extent that we do not generate sufficient cash flows from our operations to meet our capital requirements, we may rely on other financing activities, such as external long-term borrowings and securities offerings, including the issuance of equity, equity-linked and other debt securities.

Our net cash provided by operating activities amounted to 3,666 billion in 2011, 4,570 billion in 2012 and 3,585 billion (US\$3,397 million) in 2013. The increase in net cash provided by operating activities in 2012 compared to 2011 was mainly due to an increase in cash collected from our customers as a result of an increase in sales volumes in 2012 compared to 2011, an increase in the amount of trade accounts and notes receivable sold to financial institutions in 2012 compared to 2011 and an increase in long-term advance received in 2012 compared to 2011. The increase in net cash provided by operating activities in 2012 compared to 2011 was offset in part by an increase in cash paid for purchases of components and raw material due to our increased sales and related production volumes in 2012. The decrease in net cash provided by operating activities in 2013 compared to 2012 was mainly due to a decrease in cash collected from sales resulting from a decrease in sales, a decrease in the receipt of advances received and an increase in payments relating to legal proceedings including settlements during the same period.

The cyclical market conditions that are characteristic of our industry, as well as the regular ramp-up of our new fabrication facilities and our cost reduction measures, contribute to the fluctuations in our inventory levels from period to period. In 2012, an increase in our inventory of supplies such as photo masks and molds, a further increase in the production capacity of our existing facilities and the commencement of mass production at our P9 fabrication facility contributed to a 3.2% increase in our inventory levels from year-end 2011. In 2013, a decrease in our inventory of finished goods and a reduction of utilization rates of our facilities in response to market conditions contributed to a 19.1% decrease in our inventory levels from year-end 2012. Inventories consisted of the following for the periods indicated:

	<b>As of December 31,</b>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2013<sup>(1)</sup></b>
	<b>(in billions of Won and millions of US\$)</b>			
Finished goods	922	1,044	734	US\$ 696
Work in process	772	653	606	574
Raw materials	458	371	262	248
Supplies	165	322	331	315
<b>Total</b>	<b>2,317</b>	<b>2,390</b>	<b>1,933</b>	<b>US\$ 1,832</b>

(1) For convenience, the Korean Won amounts are expressed in U.S. dollars at the rate of 1,055.25 to US\$1.00, the noon buying rate in effect on December 31, 2013 as certified by the Federal Reserve Bank of New York for customs purposes. This translation should not be construed as a representation that the Korean Won amounts represent, have been or could be converted to U.S. dollars at that rate or any other rate.

Our net cash used in investing activities amounted to 3,494 billion in 2011, 3,688 billion in 2012 and 4,504 billion (US\$4,268 million) in 2013. Net cash used in investing activities primarily reflected the substantial capital expenditures we have made in connection with the expansion and improvement of our production capacity in recent years, mainly relating to construction of our new, or in certain cases, expansions or conversions of existing, fabrication and module assembly facilities and acquisition of new equipment. These cash outflows from capital expenditures amounted to 4,063 billion, 3,972 billion and 3,473 billion (US\$3,291 million) in 2011, 2012 and 2013, respectively. We intend to fund our capital requirements associated with our expansion and construction projects with cash flows from operations and financing activities, such as external long-term borrowings.

We currently expect that, in 2014, our total capital expenditures on a cash out basis will be similar to that of last year's amount of 3.5 trillion, primarily to fund the construction of our eighth-generation fabrication facility in Guangzhou, China and expansion of our OLED panel and LTPS backplane technology-based panel production capacities, as well as other expansions and improvements to our existing facilities. However, our overall expenditure levels and our allocation among projects are subject to many uncertainties. We review the amount of our capital expenditures and may make adjustments from time to time based on cash flows from operations, the progress of our expansion plans and market conditions.



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Our net cash used in financing activities amounted to 278 billion in 2011, 48 billion in 2012 and 391 billion (US\$371 million) in 2013. The net cash used in financing activities in 2011 reflects primarily the repayment of foreign currency denominated short-term borrowings and, to a lesser degree, certain long-term debt and the payment of dividends. The net cash used in financing activities in 2012 reflects primarily the repayment of foreign currency denominated long-term debt, offset in part by cash provided by our incurrence of Won denominated long-term debt. The net cash used in financing activities in 2013 reflects primarily the net repayment of long-term debt and debentures. On March 11, 2011, we declared a cash dividend of 179 billion to our shareholders of record as of December 31, 2010 and distributed the cash dividend to such shareholders on April 7, 2011. At our shareholders meetings on March 9, 2012, March 8, 2013 and March 7, 2014, we did not declare a cash dividend to our shareholders.

We had a total of 22 billion, 36 billion and 21 billion (US\$20 million) of short-term borrowings outstanding as of December 31, 2011, 2012 and 2013, respectively. The weighted average interest rate under the terms of our short-term borrowings was 0.95% as of December 31, 2013.

As of December 31, 2013, we maintained accounts receivable negotiating facilities with several banks for up to aggregate amounts of US\$1,713 million and ¥5,000 million. Our subsidiaries have also entered into various accounts receivable negotiating facilities. For further information regarding these facilities, please see Note 20 of the notes to our financial statements.

As of December 31, 2013, we had outstanding long-term debt including current portion and discounts on debentures in the amount of 3,882 billion (US\$3,679 million), consisting primarily of 2,640 billion of Korean Won denominated debentures, US\$700 million of U.S. dollar denominated long-term loans and 509 billion of Korean Won denominated long-term loans.

The terms of some of our long-term debt contain provisions that would trigger a requirement for early payment. The principal and interest under these obligations may be accelerated if there is a default, including defaults triggered by failure to comply with financial covenants and cross defaults triggered under our other debt obligations. We believe we were in compliance with the covenants under our debt obligations at December 31, 2013. For further information about our short- and long-term debt obligations as of December 31, 2013, see Note 14 of the notes to our financial statements.

Set forth below are the aggregate amounts, as of December 31, 2013, of our future contractual financing and licensing obligations under our existing debt and other contractual arrangements:

Contractual Obligations	Total	Payments Due by Period			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
		(in millions of Won)			
Long-Term Debt, including current portion	3,890,642	887,315	2,465,336	536,733	1,258
Fixed License Payment	81,386	40,693	40,693		
Long-Term Other Payables	40,266	5,320	34,930	16	
Total	4,012,294	933,328	2,540,959	536,749	1,258
Estimates of interest payment based on contractual interest rates effective as of	322,798	142,696	157,804	22,259	39

December 31, 2013

In addition to fixed license payments listed above that we are obligated to make under certain technology license agreements, we also have continuing obligations to make cash royalty payments under our technology license agreements, the amount of which are generally determined based on a percentage of sales of our TFT-LCD products. We also have similar royalty payment obligations under our license agreements relating to certain OLED technology.

Expenses relating to our license fees and royalty payments under existing license agreements were 35 billion in 2011; 43 billion in 2012 and 63 billion (US\$60 million) in 2013, representing 2.7% of our research and development related expenditures in 2011, 3.1% in 2012 and 3.8% in 2013. We expect to make additional license fee payments as we enter into new technology license agreements from time to time with third parties.

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In 2013, the effective statutory corporate income tax rate applicable to us was 11.0% (including local income surtax) for the first 200 million of our taxable income, 22.0% (including local income surtax) for our taxable income between 200 million and 20 billion and 24.2% (including local income surtax) for our taxable income in excess of 20 billion.

***Tax Credits***

We are entitled to a number of tax credits relating to certain investments in technology and human resources development. For example, under the Special Tax Treatment Control Law, we are entitled to a tax credit of 5% for our capital investments made on or before December 31, 2011.

Tax credits not utilized in the fiscal year during which the relevant investment was made may be carried forward over the next five years in the case of capital investments and five years in the case of investments relating to technology and human resources development. As of December 31, 2013, we had available deferred tax assets related to these credits of 538 billion (US\$510 million), which may be utilized against future income tax liabilities through 2018. In addition, we also had unused tax credit carryforwards of 529 billion (US\$501 million) as of December 31, 2013 for which no deferred tax asset was recognized.

**Item 5.C. *Research and Development, Patents and Licenses, etc.***  
**Research and Development**

The display panel industry is subject to rapid technological changes. We believe that effective research and development is essential to maintaining our position as one of the industry's leading technology innovators. Our research and development related expenditures amounted to 1,314 billion in 2011, 1,373 billion in 2012 and 1,675 billion (US\$1,587 million) in 2013, representing 5.4% of our revenue in 2011, 4.7% in 2012 and 6.2% in 2013.

We believe that the future trends for display products will include the widespread use of affordable large-sized flat panel products with higher performance qualities and the use of different types of display products for a variety of purposes, such as using flexible display panels in a range of products, using large-sized display panels for public display or advertising, and using small-sized panels for mobile devices. To meet the demands of the future trends, we have formulated a long-term research and development strategy aimed at enhancing the process, device and design aspects of the existing products and diversifying the use of display panels as new opportunities arise with the development of communication systems and information technology. The following are examples of products and technologies that have been developed through our research and development activities in recent years:

In 2011, we developed a 4.5-inch HD TFT-LCD panel that utilized AH-IPS technology, which allows for wide viewing angles and high resolution imagery for use in 4G smartphones. In addition, we became the first display panel manufacturer to develop a 55-inch OLED panel that utilized WRGB OLED technology, for which we were awarded the industrial bronze medal by the Korea Invention Promotion Association. We also developed a 55-inch Full HD TFT-LCD panel with a super narrow bezel of just 5.3 mm for use in public displays. The super narrow bezel allows the public displays to be displayed alongside each other to create a large 165-inch multi-screen public display capable of producing large near seamless imagery.

In 2012, we developed an 84-inch Ultra HD TFT-LCD panel, which has a substantially higher screen resolution compared to Full HD panels and may be used in classrooms as interactive whiteboards and in home theaters. In addition, we developed a 55-inch Full HD OLED panel for retail sales with a thickness of just 4 millimeters, wide viewing angles and near-infinite contrast. We also developed a 29-inch ultra-wide TFT-LCD panel with a 21:9 screen aspect ratio to be used in desktop monitors and all-in-one personal computers. In addition, we also developed a 5-inch product with 1920 x 1080 Full HD resolution at 440 pixels-per-inch. We developed 32-inch, 42-inch, 47-inch and 55-inch super narrow bezel TFT-LCD panels that are borderless on three sides and 42-inch, 47-inch, 55-inch and 60-inch super narrow bezel TFT-LCD panels that are borderless on all four sides.

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In 2013, we developed and unveiled the world's first 55-inch curved 3D Full HD OLED television panel and a 77-inch curved Ultra HD OLED television panel. In addition, we developed a 105-inch Ultra HD curved TFT-LCD television panel with a 21:9 screen aspect ratio, which allows for an unprecedented level of viewer immersion. We also collaborated with Intel Corporation, or Intel, and was the first in the world to incorporate Intel's Wireless Display, or WiDi, technology in a display panel with the development of our 23.8-inch TFT-LCD monitor panel. WiDi technology allows viewers to seamlessly stream content from one display device, such as a notebook computer or smartphone, wirelessly to a display device with WiDi technology without the need for any intermediary device. With respect to smartphones, we developed the world's first 5.5-inch quad high-definition panel, which has four times the resolution of a conventional HD panel while being significantly brighter and thinner (only 1.22 mm). Furthermore, we developed and commenced mass production of a flexible plastic OLED panel for smartphones. The plastic substrates allow the panel to be bendable and virtually shatterproof while being much lighter and thinner compared to panels with conventional glass substrates.

As the product life cycle of display panels using certain of the existing TFT-LCD technology is approaching maturity, we plan to further focus on OLED and other newer display technologies, while also exploring new growth opportunities in the application of display panels, such as in tablet computers, smartphones, public displays and automotive displays.

In order to maintain our position as one of the industry's technology leaders, we believe it is important not only to increase direct spending on research and development, but also to manage our research and development capability effectively in order to successfully implement our long-term strategy. In connection with our efforts to consolidate our research and development efforts for next-generation display technologies, we opened the R&D Center in Paju, Korea in April 2012, which houses approximately 2,700 engineers, researchers, designers, technicians and support personnel.

We complement our in-house research and development capability with collaborations with universities and other third parties. For example, we provide project-based funding to both domestic and overseas universities as a means to recruit promising engineering students and to research and develop new technologies. In July 2012, we entered into an agreement with Seoul National University to establish the LGD-SNU Cooperation Center within the university's Research Institute of Advanced Materials to conduct research into display panel technologies, including OLED technology. We also enter into joint research and development agreements from time to time with third parties for the development of technologies in specific fields. In addition, we belong to several display industry consortia, and we receive annual government funding to support our research and development efforts. In addition to these collaborations, we may form strategic technology alliances with the research arms of LG Electronics, as well as suppliers and equipment makers in cluster industries, that is, industries related to the TFT-LCD industry, in order to enhance our capability to develop new technology.

We have developed a research and development management system whereby we encourage our engineers to propose new projects freely and to implement rigorous evaluation criteria for each stage of project development. We select our projects primarily based on their feasibility and alignment with our research and development strategy, and we review the progress of all ongoing projects on a quarterly basis. As of December 31, 2013, we employed approximately 4,400 engineers, researchers, designers, technicians and support personnel in connection with our research and development activities.

While we primarily rely on our own capacity for the development of new technologies in the display panel design and manufacturing process, we rely on third parties for certain key technologies to enhance our technology leadership, as further described in [Intellectual Property](#) below.

## **Intellectual Property**

### *Overview*

Our business has benefited from our patent portfolio, which includes patents for display technologies, manufacturing processes, products and applications related to the production of TFT-LCD and OLED panels. We hold a large number of patents in Korea and in other countries, including in the United States, China, Japan, Germany, France, Great Britain and Taiwan. These patents will expire at various dates upon the expiration of their respective terms ranging from 2014 to 2033. In March 2014, we formed Unified Innovative Technology, LLC in the United States, a limited liability company solely owned by us for the purpose of patent portfolio management.

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As part of our ongoing efforts to prevent infringements on our intellectual property rights and to keep abreast of critical technology developments by our competitors, we closely monitor patent applications in Korea, Japan and the United States. We also plan to initiate monitoring activities in China. We intend to continue to file patent applications, where appropriate, to protect our proprietary technologies. We also enter into confidentiality agreements with each of our employees and consultants upon the commencement of an employment or consulting relationship. These agreements generally provide that all inventions, ideas, discoveries, improvements and copyrightable material made or conceived by the individual arising out of the employment or consulting relationship and all confidential information developed or made known to the individual during the term of the relationship are our exclusive property. In addition, we have increased our efforts to safeguard our propriety information by engaging in in-house information protection awareness activities with our employees.

### ***License Agreements***

We enter into license or cross-license agreements from time to time with third parties with respect to various device and process technologies to complement our in-house research and development. We engage in regular discussions with third parties to identify potential areas for additional licensing of key technologies.

Expenses relating to our license fees and royalty payments under existing license agreements were 35 billion in 2011, 43 billion in 2012 and 63 billion (US\$60 million) in 2013, representing 2.7%, 3.1% and 3.8% of our research and development related expenditures in 2011, 2012 and 2013, respectively. We recognized royalty income in the amount of 69 billion in 2011, 42 billion in 2012 and 23 billion (US\$22 million) in 2013. The following are examples of license agreements we have entered into in recent years:

We have a license agreement with each of Lemelson Foundation, Columbia University, Penn State University, Honeywell International, Honeywell Intellectual Properties, Plasma Physics Corporation and Fergason Patent Properties. Each license agreement provides for a non-exclusive license under certain patents relating to TFT-LCD technologies.

We entered into a license agreement with Semiconductor Energy Laboratory which provides for a non-exclusive license under certain patents relating to TFT-LCD and AMOLED technologies. For IPS technologies, we have a non-exclusive license with Merck & Co.

We entered into a cross-license agreement with each of Hitachi, HannStar and Hydis for a non-exclusive license under certain patents relating to display technologies.

We entered into separate cross-license agreements with each of NEC, Chunghwa Picture Tubes and AU Optronics in connection with the settlement of certain patent infringement lawsuits. Under the agreements, each party grants the other party a license under certain patents relating to TFT-LCD technologies.

We are licensed to use certain patents for our TFT-LCD products pursuant to a cross license agreement between Philips Electronics and Toshiba Corporation.

In addition to the above, we have also entered into license or cross-license agreements with other third parties in the course of our business operations in connection with certain patents which such third parties own or control.

As well as licensing key technologies from third parties, we aim to benefit from our own patents and other intellectual property rights by granting licenses to third parties from time to time in return for royalty payments. For example, we entered into a license agreement with Rockwell Collins Inc. under which we granted to Rockwell a non-exclusive, non-transferable license under our patents primarily for use in military applications. We have also entered into certain patent purchase and license agreements with third parties, where we receive a portion of the license payments.

**Item 5.D. *Trend Information***

These matters are discussed under Item 5.A. and Item 5.B. above where relevant.

**Item 5.E. *Off-Balance Sheet Arrangements***

For a discussion of our off-balance sheet arrangements, please see Factoring and securitization of accounts receivable , Letters of credit and Payment guarantees in Note 20 of the notes to our financial statements.



**Table of Contents****Item 5.F. *Tabular Disclosure of Contractual Obligations***

Presented in Item 5.B. above.

**Item 5.G. *Safe Harbor***

See Forward-Looking Statements.

**Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****Item 6.A. *Directors and Senior Management*****Board of Directors**

Our board of directors has the ultimate responsibility for the management of our business affairs. Our articles of incorporation provide for a board consisting of between five and seven directors, more than half of whom must be outside directors. Our shareholders elect all directors at a general meeting of shareholders. Under the Korean Commercial Code, a representative director of a company established in Korea is authorized to represent and act on behalf of such company and has the power to bind such company. Sang Beom Han is currently our sole representative director.

The term of office for our directors shall not exceed the closing of the annual general meeting of shareholders convened in respect of the last fiscal year within three years after they take office. Our board must meet at least once every quarter, and may meet as often as the chairman of the board of directors or the person designated by the regulation of the board of directors deem necessary or advisable.

The tables below set forth information regarding our current directors and executive officers. The business address of all of the directors and executive officers is LG Twin Towers, 128 Yeoui-daero, Yeongdeungpo-gu, Seoul 150-721, Korea.

***Our Outside Directors***

Our current outside directors are set out in the table below. Each of our outside directors meets the applicable independence standards set forth under the rules of the Korean Commercial Code and also meets the applicable independence criteria set forth under Rule 10A-3 of the Exchange Act.

<b>Name</b>	<b>Date of Birth</b>	<b>Position</b>	<b>First Elected/ Appointed</b>	<b>Term Expires</b>	<b>Principal Occupation</b>
Tae Sik Ahn	March 21, 1956	Director	March 2010	March 2016	Professor, School of Business, Seoul National University
Jin Jang	November 28, 1954	Director	March 2011	March 2017	

					Chair Professor, Department of Information Display, Kyung Hee University
Dong Il Kwon	February 5, 1957	Director	March 2012	March 2015	Professor, Department of Materials Engineering, Seoul National University
Joon Park	October 30, 1954	Director	March 2013	March 2016	Professor, School of Law, Seoul National University

**Table of Contents*****Our Non-Outside Directors***

Our current non-outside directors are set out in the table below:

<b>Name</b>	<b>Date of Birth</b>	<b>Position</b>	<b>First Elected/ Appointed</b>	<b>Term Expires</b>	<b>Principal Occupation</b>
Sang Beom Han	June 18, 1955	Representative Director, President and Chief Executive Officer	March 2012	March 2015	
Sangdon Kim	October 20, 1962	Director, Senior Vice President and Chief Financial Officer	March 2014	March 2017	
Yu Sig Kang	November 3, 1948	Director	March 2011	March 2017	Vice Chairman, LG Management Development Institute

***Our Non-Director Executive Officers***

Our current non-director executive officers are set out in the table below:

<b>Name</b>	<b>Date of Birth</b>	<b>Position</b>	<b>First Elected/Appointed</b>	<b>Division/Department</b>
Yu Seoung Yin	June 20, 1956	Executive Vice President	January 2009	Head of China Operation Group
Sang Deog Yeo	December 3, 1955	Executive Vice President and Chief Technology Officer	January 2005	
Cheol Dong Jeong	May 11, 1961	Executive Vice President and Chief Production Officer	January 2013	

We and our subsidiaries do not have any service contracts with our directors providing for benefits upon termination of their employment with us or our subsidiaries.

*Sang Beom Han* has served as representative director since March 2012 and chief executive officer since December 2011. Mr. Han also served as head of the TV Business Division, the Panel Center and as vice-president for our P5 facility and the Manufacturing Technology Center since joining LG Display in December 2001. Prior to joining LG Display, Mr. Han served as vice president of Hynix Semiconductor Inc. Mr. Han holds a Ph.D. degree in material science from Stevens Institute of Technology.

*Sangdon Kim* has served as director since March 2014 and senior vice president and chief financial officer since January 2014. Prior to joining LG Display, he served as senior vice president and chief financial officer of Serveone. Mr. Kim holds a bachelor's degree in business administration from Yonsei University and a master's degree in business administration from the University of Washington.

*Yu Sig Kang* has served as director since March 2011. Mr. Kang is currently vice chairman of LG Management Development Institute. He also served as representative director of LG Corp. and the head of LG Corp.'s Restructuring Office. Mr. Kang holds a bachelor's degree in business administration from Seoul National University.

*Tae Sik Ahn* has served as outside director since March 2010. Mr. Ahn is currently a professor of the School of Business Administration at Seoul National University. Mr. Ahn holds a bachelor's degree in business administration from Seoul National University and a Ph.D. in accounting from the University of Texas, Austin.

*Jin Jang* has served as outside director since March 2011. Mr. Jang is currently the chair professor of the Department of Information Display at Kyung Hee University. Mr. Jang holds a bachelor's degree in physics from Seoul National University, and a master's degree and a Ph.D. in physics from the Korea Advanced Institute of Science and Technology.

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*Dong Il Kwon* has served as outside director since March 2012. Mr. Kwon is currently a professor of the Department of Materials Engineering at Seoul National University. Mr. Kwon holds a bachelor and master's degree in Metallurgical Engineering from Seoul National University and a Ph.D. in Materials Engineering from Brown University.

*Joon Park* has served as outside director since March 2013. Mr. Park is currently a professor of the School of Law at Seoul National University. Mr. Park previously practiced law at a Korean law firm. Mr. Park holds a bachelor's degree in law from Seoul National University.

*Yu Seoung Yin* has served as executive vice president since January 2009 and head of the China Operation Group since December 2013. Mr. Yin also served as head of our IT/Mobile Business Division and China Center. Prior to joining LG Display, Mr. Yin served as executive vice president of the Chairman's Office at LG Holdings. Mr. Yin holds a bachelor's degree in mass communication from Chung-Ang University.

*Cheol Dong Jeong* has served as executive vice president since January 2013 and chief production officer since December 2011. Mr. Jeong also served as head of Manufacturing Technology Center. Mr. Jeong holds a bachelor's degree in electronic engineering from Kyungpook National University and a master's degree in electronic engineering from Chungbuk National University.

*Sang Deog Yeo* has served as executive vice president since January 2005 and as chief technology officer since May 2012. Mr. Yeo previously served as head of the Mobile/OLED Business Division prior to our internal reorganization in 2012. Prior to joining LG Display, Mr. Yeo served as head of Monitor Product Development at LG Electronics. Mr. Yeo holds a bachelor's degree in electronic engineering from Kyungpook National University.

**Item 6.B. Compensation**

The aggregate remuneration and benefits-in-kind we paid in 2013 to our executive officers and our directors was 4.0 billion (US\$3.8 million). This included 945 million (US\$0.9 million) in salary and 207 million (US\$0.2 million) in bonus paid to Sang Beom Han, our CEO, and 427 million (US\$0.4 million) in salary and 115 million (US\$0.1 million) in bonus paid to James (Hoyoung) Jeong, our former CFO. In addition, as of December 31, 2013, our accrued severance and retirement benefits to those officers and directors amounted to 1.9 billion (US\$1.8 million).

Our articles of incorporation provide for a stock option plan to aid retention of executives and key staff and to provide an incentive to meet strategic objectives. All of the stock options we have previously granted have expired and none are currently outstanding. In addition, remuneration for our directors is determined by shareholder resolution, and severance payments to our directors are made in accordance with our regulations on severance payments adopted by our shareholders. We also maintain a cash-based incentive plan for our executive officers and other key managerial employees adopted by our board of directors. Incentive payments are determined based on various long-term performance criteria and paid annually, subject to our cash resources and performance in such year. In addition, our executive officers and other key managerial employees are also eligible for bonuses payable under our employee profit sharing plan if certain performance criteria are met.

We carry liability insurance for the benefit of our directors and officers against certain liabilities incurred by them in their official capacities. This insurance covers our directors and officers, as well as those of our subsidiaries, against certain claims, damages, judgments and settlements, including related legal costs, arising from a covered individual's actual or alleged breaches of duty, neglect or other errors, arising in connection with such individual's performance of his or her official duties. The insurance protection also extends to claims, damages, judgments and settlements,

including related legal costs, arising out of shareholders' derivative actions or otherwise relating to our securities. Policy exclusions include, but are not limited to, claims relating to fraud, willful misconduct or criminal acts, as well as the payment of punitive damages. In 2013, we paid a premium of approximately US\$1.8 million in respect of this insurance policy.

**Item 6.C. Board Practices**

See Item 6.A. Directors and Senior Management above for information concerning the terms of office and contractual employment arrangements with our directors and executive officers.

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**Committees of the Board of Directors**

We currently have three committees that serve under our board of directors:

Audit Committee;

Outside Director Nomination Committee; and

Management Committee

Our board of directors may establish other committees if they deem them necessary.

Our board of directors will appoint each member of these committees except that candidates for the Audit Committee will first be elected by our shareholders at the general meeting of shareholders.

***Audit Committee***

Under Korean law and our articles of incorporation, we are required to have an Audit Committee. Our Audit Committee is currently comprised of three outside directors: Tae Sik Ahn, Jin Jang and Joon Park. The chairman is Tae Sik Ahn. Members of the Audit Committee are elected by our shareholders at the annual general meeting of shareholders and all members must meet the applicable independence criteria set forth under the rules and regulations of the Sarbanes-Oxley Act of 2002 and the Korean Commercial Code. The committee reviews all audit and compliance-related matters and makes recommendations to our board of directors. The Audit Committee's primary responsibilities include the following:

engaging or dismissing independent auditors;

approving independent audit fees;

approving audit and non-audit services;

reviewing annual and interim financial statements;

reviewing audit results and reports, including management comments and recommendations;

reviewing our system of controls and policies, including those covering conflicts of interest and business ethics;

assessing compliance with disclosure and filing obligations;

considering significant changes in accounting practices; and

examining improprieties or suspected improprieties.

In addition, in connection with general meetings of shareholders, the committee examines the agenda for, and financial statements and other reports to be submitted by, the board of directors at each general meeting of shareholders. Our external auditor reports directly to the Audit Committee. Our external auditor is invited to attend meetings of this committee when needed or when matters pertaining to the audit are discussed.

The committee holds regular meetings at least once each quarter, and more frequently as needed.

#### ***Outside Director Nomination Committee***

Under Korean law and our articles of incorporation, we are required to have an Outside Director Nomination Committee. Our Outside Director Nomination Committee is comprised of two outside directors, Tae Sik Ahn and Dong Il Kwon, and one non-outside director, Yu Sig Kang. The chairman is Yu Sig Kang. The Outside Director Nomination Committee reviews the qualifications of potential candidates for outside directors and proposes nominees to serve on our board of directors.

The committee holds regular meetings at least once each year, and more frequently as needed.

#### ***Management Committee***

The Management Committee was created at our annual general meeting of shareholders in March 2012. The Management Committee is comprised of two non-outside directors, Sang Beom Han and Sangdon Kim. The chairman is Sang Beom Han. The committee's primary responsibilities include making recommendations regarding matters relating to our operation and other matters delegated to the committee by our board of directors.

The committee holds meetings from time to time as needed.



**Table of Contents****Item 6.D. Employees**

As of December 31, 2013, we had 51,205 employees, including 17,470 employees in our overseas subsidiaries. The following table provides a breakdown of our employees by function as of December 31, 2011, 2012 and 2013:

<b>Employees<sup>(1)</sup></b>	<b>As of December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Production	45,744	45,564	40,975
Technical <sup>(2)</sup>	7,587	7,456	7,809
Sales & Marketing	1,633	1,559	1,436
Management & Administration	1,065	1,042	985
<b>Total</b>	<b>56,029</b>	<b>55,621</b>	<b>51,205</b>

(1) Includes employees of our subsidiaries.

(2) Includes research and development and engineering personnel.

To recruit promising engineering students at leading Korean universities, we work with these universities on research projects where these students can gain exposure to our research and development efforts. We also provide on-the-job training for our new employees and develop training programs to identify and promote new leaders.

As of December 31, 2013, approximately 72% of our employees, including those of our subsidiaries, were union members, and production employees accounted for substantially all of these members. We have a collective bargaining arrangement with our labor union, which is negotiated once a year. We consider our relationship with our employees to be good.

The salaries of our employees are reviewed annually. Salaries are adjusted based on individual and team performance, industry standards and inflation. As an incentive, discretionary bonuses may be paid based on the performance of individuals, and a portion of our profits may be paid to our employees under our profit sharing plan if certain performance criteria are achieved. We also provide a wide range of benefits to our employees including medical insurance, employment insurance, workers compensation, free medical examinations, child tuition and education fee reimbursements and low-cost housing for certain employees.

Under the Guarantee of Workers Retirement Benefits Act, employees with one year or more of service are entitled to receive, upon termination of their employment, a lump-sum severance payment based on the length of their service and their average wage during the last three months of employment. As of December 31, 2013, our recognized liabilities for defined benefit obligations amounted to 319 billion (US\$302 million). See Note 18 of the notes to our financial statements for a discussion on the method of calculating our recognized liabilities for defined benefit obligations.

As of December 31, 2013, our employee stock ownership association owned approximately 0.001% of our common stock.

**Item 6.E. Share Ownership**

*Common Stock*

The persons who are currently our executive officers held, as a group, 8,858 shares of our common stock as of April 29, 2014, the most recent date for which this information is available. Our executive officers acquired our shares of common stock through our employee stock ownership association and pursuant to open market purchases on the Korea Exchange. Due to Korean law restrictions, our chief executive officer and chief financial officer did not participate in the employee stock ownership association. Each of our directors and executive officers beneficially owns less than one percent of our common stock on an individual basis.

Starting in 2013, where bonus and incentive payments exceed certain thresholds, our executive officers and certain other key managerial employees are required to use a certain percentage of their bonus and incentive payments to purchase our shares of common stock, which are then required to be held until their resignation or termination.

In addition, our articles of incorporation provide for a stock option plan to aid retention of executives and key staff and to provide an incentive to meet strategic objectives. All of the stock options we have previously granted have expired and none are currently outstanding

**Table of Contents****Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****Item 7.A. Major Shareholders**

The following table sets forth information regarding beneficial ownership of our common stock as of April 29, 2014 by each person or entity known to us to own beneficially more than 5% of our outstanding shares:

<b>Beneficial Owner</b>	<b>Number of Shares of Common Stock</b>	<b>Percentage</b>
LG Electronics	135,625,000	37.9%
National Pension Service	25,237,480	7.1%

Other than as set forth above, no other person or entity known by us to be acting in concert, directly or indirectly, jointly or severally, owned more than 5% or more of our outstanding common stock or exercised control or could exercise control over us as of April 29, 2014. None of our major shareholders identified above has voting rights different from those of our other shareholders.

**Item 7.B. Related Party Transactions**

We engage from time to time in a variety of transactions with related parties, including the sale of our products to, and the purchase of raw materials and components from, such related parties. See Notes 10 and 23 of the notes to our financial statements. We have conducted our transactions with related parties based on arm's length negotiations taking into account such considerations as we would in comparable transactions with a non-related party.

We provide payment guarantees in favor of certain of our subsidiaries. For a discussion of such payment guarantee obligations, please see Item 5.B. Liquidity and Capital Resources and Note 20 of the notes to our financial statements.

**Transactions with Companies in the LG Group*****Sales to LG Electronics***

We sell TFT-LCD and other display panels, primarily large-sized panels for televisions, notebook computers and desktop monitors and small-sized panels for tablet computers and mobile and other applications, to LG Electronics and its subsidiaries on a regular basis, as both an end-brand customer and as a systems integrator for use in products they assemble on a contract basis for other end-brand customers. Pricing and other principal terms of the sales to LG Electronics are negotiated based on then-prevailing market terms and prices as adjusted for LG Electronics requirements such as volume and product specifications and our internal projections regarding market trends, which are the same considerations that we take into account when negotiating pricing and principal terms of sales to our non-affiliated end-brand customers.

Sales to LG Electronics and its subsidiaries, which include sales to LG Electronics as an end-brand customer and system integrator, amounted to 6,182 billion (US\$5,858 million), or 22.9% of our sales, in 2013.

***Sales to LG International***

We sell our products to certain subsidiaries of LG International, our affiliated trading company, in regions where doing so is consistent with local market practices. These subsidiaries of LG International process orders from and distribute products to customers located in their region.

Sales to LG International and its subsidiaries amounted to 1,468 billion (US\$1,391 million), or 5.4% of our sales, in 2013. We sell our products to these subsidiaries of LG International at such prices and on terms determined based on then-prevailing market terms and prices as adjusted for LG International's requirements such as volume and our internal projections regarding market trends.

We establish sales subsidiaries in the relevant geographical markets when the benefit of doing so outweighs the cost of utilizing LG International or its subsidiaries and where local market practice permits. Based on this approach, we have established sales subsidiaries in Shenzhen and Shanghai, China, Taiwan, Singapore, Japan, Germany and the United States. We may establish additional sales subsidiaries in the future in other regions as sales volumes to customers located in these regions increase and/or market practice warrants.

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### ***Purchases from LG Electronics***

We purchase printed circuit boards, photo masks, raw materials, components and certain services, such as waste water management and transportation, warehousing and other related logistics services, from LG Electronics and its subsidiaries. Our purchases from LG Electronics and its subsidiaries amounted to 825 billion (US\$782 million), or 4.7% of our total purchases, in 2013.

### ***Purchases from LG International***

We procure a portion of our production materials, supplies and services, from LG International and its subsidiaries. We use LG International and its subsidiaries in order to take advantage of their relationships with vendors, experience in negotiations and logistics as well as their ability to obtain volume discounts. Purchase prices we pay to these subsidiaries of LG International and other terms of our transactions with them are negotiated based on then-prevailing market terms and prices as adjusted for our requirements such as volume and specifications and our internal projections regarding market trends. We expect to continue to utilize LG International's overseas subsidiaries for the procurement of a portion of our production materials, supplies and services.

Our purchases, including purchases of materials, supplies and services, from LG International and its subsidiaries, amounted to 512 billion (US\$485 million), or 2.9% of our total purchases, in 2013.

### ***Other Purchases***

Under a master purchase agreement, we procure, on an as-needed basis, certain of the raw materials, components and other materials necessary for our production process from other companies in the LG Group. Our purchases of raw materials, such as polarizers, from LG Chem, an affiliate of LG Corp., amounted to 1,974 billion (US\$1,871 million), or 11.2% of our total purchases, in 2013.

Our total purchases, including purchases of materials, supplies and services, from companies in the LG Group, excluding LG Electronics, LG International and LG Chem and their respective subsidiaries, amounted to 1,368 billion (US\$1,296 million), or 7.8% of our total purchases, in 2013.

### ***Intellectual Property Related Agreements with LG Corp. and LG Electronics***

We have entered into successive trademark license agreements with LG Corp., the holding company of the LG Group, for use of the LG name. Under the terms of the current agreement, which we entered into in December 2013 and is effective from January 1, 2014 to December 31, 2014, we are required to make monthly payments to LG Corp. in the aggregate amount per year of 0.2% of our sales after deducting advertising expenses. As of April 29, 2014, we have made all monthly payments required to be made to LG Corp. in accordance with the terms of the current agreement.

In addition, we benefit from certain licenses extended to us from license or cross-license agreements between LG Electronics and third parties. Under the terms of the joint venture agreement establishing LG.Philips LCD Co., Ltd., LG Electronics had assigned most of its patents relating to the development, manufacture and sale of TFT-LCD products to us and we had agreed to maintain joint ownership of those patents that were not assigned to us. Pursuant to a grantback agreement entered into with LG Electronics in July 2004, in the event of any intellectual property dispute between LG Electronics and a third party relating to those patents jointly owned by LG Electronics and us, we intend to allow LG Electronics to assert ownership in those patents for all non TFT-LCD applications and to license or grant other rights in such patents for use by the licensee in non-TFT-LCD applications in order to settle such disputes.

**Transactions with Directors and Officers**

Certain of our directors and executive officers also serve as executive officers of companies with which we do business. None of our directors or executive officers has or had any interest in any of our business transactions that are or were unusual in their nature or conditions or significant to our business.

**Item 7.C. *Interests of Experts and Counsel***

Not applicable.

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**Table of Contents****Item 8. FINANCIAL INFORMATION****Item 8.A. Consolidated Statements and Other Financial Information**

See Item 18. Financial Statements and pages F-1 through F-94.

**Legal Proceedings**

We are involved from time to time in certain routine legal actions incidental to our business. However, except for the ongoing proceedings described below, we are not currently involved in any material litigation or other proceedings the outcome of which we believe might, individually or taken as a whole, have a material adverse effect on our results of operations or financial condition. In addition, except as described below, we are not aware of any other material pending or threatened litigation against us.

***Intellectual Property***

In February 2007, Anvik Corporation filed a complaint in the U.S. District Court for the Southern District of New York against LG Display and LG Display America, along with other TFT-LCD manufacturing companies, for alleged patent infringement in connection with the use of photo-masking equipment manufactured by Nikon Corporation. In April 2012, the district court granted Nikon Corporation's motion for summary judgment of invalidity of the patents-in-suit and entered a judgment in favor of Nikon Corporation, LG Display and LG Display America and the other TFT-LCD manufacturing companies, dismissing the case. Anvik Corporation appealed the district court's decision to the U.S. Court of Appeals for the Federal Circuit in April 2012. In March 2013, the U.S. Court of Appeals for the Federal Circuit reversed the district court's summary judgment ruling and remanded the case back to the district court for further proceedings. In January 2014, LG Display and Anvik Corporation filed a stipulation for dismissal of the case and amicably settled all claims between the parties.

In February 2012, the United States International Trade Commission, or USITC, granted a motion by Industrial Technology Research Institute, or ITRI, to add LG Display and LG Display America as additional respondents in a Section 337 investigation pending before the USITC. ITRI sought an exclusion order prohibiting the importation of televisions and monitors incorporating LG Display's products into the United States for alleged patent infringement. In October 2012, USITC issued a preliminary finding that LG Display and LG Display America had not infringed ITRI's patents. In May 2013, USITC issued a final determination finding that the asserted patent was invalid and LG Display and LG Display America had not infringed ITRI's asserted patent. ITRI appealed USITC's decision to the United States Court of Appeals for the Federal Circuit.

In December 2013, Delaware Display Group LLC and Innovative Display Technologies LLC filed a complaint in the U.S. District Court for the District of Delaware against LG Display and LG Display America for alleged patent infringement. LG Display is currently defending against their claims.

In September 2012, Samsung Display filed a complaint in the Seoul Central District Court against LG Display claiming misappropriation of trade secrets relating to OLED technology and seeking injunctive relief. In September 2012, LG Display filed a complaint in the Seoul Central District Court against Samsung Display and Samsung Electronics claiming infringement of certain of LG Display's patents relating to OLED display technology and manufacturing methods and sought monetary damages. In addition, in December 2012, Samsung Display filed a complaint in the Seoul Central District Court against LG Display and LG Electronics claiming infringement of certain of Samsung Display's patents relating to TFT-LCD technology and sought monetary damages. Also, in December 2012, LG Display filed an application in the Seoul Central District Court seeking temporary injunctive relief to

prohibit Samsung Display and Samsung Electronics from manufacturing and selling products that we claimed to be infringing upon certain of LG Display's patents relating to IPS technology and the related manufacturing methods. In February 2013, under the mediation of the Korean government, LG Display and Samsung Display agreed in principle to work toward resolving the foregoing patent infringement proceedings through an amicable settlement. In September 2013, LG Display and Samsung Display reached an amicable settlement and withdrew their respective claims.

***Antitrust and Others***

In December 2006, LG Display received notices of investigation by the U.S. Department of Justice, the European Commission, the Korea Fair Trade Commission and the Japan Fair Trade Commission with respect to possible anti-competitive activities in the TFT-LCD industry. Subsequently, the Competition Bureau of Canada, the Secretariat of Economic Law of Brazil, the Taiwan Fair Trade Commission and the Federal Competition Commission of Mexico announced investigations regarding the same.



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In November 2008, LG Display executed an agreement with the U.S. Department of Justice whereby LG Display and LG Display America pleaded guilty to a Sherman Antitrust Act violation and agreed to pay a single total fine of US\$400 million. In December 2008, the U.S. District Court for the Northern District of California accepted the terms of the plea agreement and entered a judgment against LG Display and LG Display America and ordered the payment of US\$400 million. The agreement resolved all federal criminal charges against LG Display and LG Display America in the United States in connection with this matter, provided that LG Display continues to cooperate with the U.S. Department of Justice in connection with the ongoing proceedings.

In December 2010, the European Commission issued a decision finding that LG Display engaged in anti-competitive activities in the TFT-LCD industry in violation of European Union competition laws, and imposed a fine of 215 million. In February 2011, LG Display filed with the European Union General Court an application for partial annulment and reduction of the fine imposed by the European Commission. In November 2011, LG Display received a request for information from the European Commission relating to certain alleged anti-competitive activities in the TFT-LCD industry and has responded to the request. In February 2014, the European Union General Court reduced the fine to 210 million. We plan to appeal the European Union General Court's decision to the European Court of Justice.

In November 2009, the Taiwan Fair Trade Commission terminated its investigation without any finding of violations or levying of fines. Also, in February 2012, the Competition Bureau of Canada terminated its investigation without any finding of violations or levying of fines. As of April 29, 2014, no decision has been issued by the Japan Fair Trade Commission, and we believe the statutory time period by which the Commission was required to have issued a decision has already lapsed. As of April 29, 2014, the investigation by the Secretariat of Economic Law of Brazil is ongoing, and LG Display filed its defense to the Secretariat of Economic Law of Brazil in February 2014.

In December 2011, the Korea Fair Trade Commission imposed a fine of 31.4 billion after finding that LG Display and certain of its subsidiaries engaged in anti-competitive activities in violation of Korean fair trade laws. In December 2011, LG Display filed an appeal of the decision with the Seoul High Court. In February 2014, the Seoul High Court annulled the decision of the Korea Fair Trade Commission. In March 2014, the Korea Fair Trade Commission filed an appeal of the Seoul High Court decision with the Supreme Court of Korea. As of April 29, 2014, no decision has been issued by the Supreme Court of Korea.

After the commencement of the U.S. Department of Justice investigation, a number of class action complaints were filed against LG Display, LG Display America and other TFT-LCD panel manufacturers in the United States and Canada alleging violation of respective antitrust laws and related laws. In a series of decisions in 2007 and 2008, the class action lawsuits in the United States were transferred to the Northern District of California for pretrial proceedings, which we refer to as the MDL Proceedings. In March 2010, the federal district court granted the class certification motion filed by the indirect purchaser plaintiffs, and granted in part and denied in part the class certification motion filed by the direct purchaser plaintiffs. In January 2011, 78 entities (including groups of affiliated entities) submitted requests for exclusion from the direct purchaser class. In April 2012, ten entities (including groups of affiliated companies) submitted requests for exclusion from the indirect purchaser class. In addition, since 2010, the attorneys general of Arkansas, California, Florida, Illinois, Michigan, Mississippi, Missouri, New York, Oklahoma, Oregon, South Carolina, Washington, West Virginia and Wisconsin filed complaints against LG Display, alleging similar antitrust violations as alleged in the MDL Proceedings.

In June 2011, LG Display reached a settlement with the direct purchaser class, which the federal district court approved in December 2011. In July 2012, LG Display reached a settlement with the indirect purchaser class plaintiffs and with the state attorneys general of Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia and Wisconsin, which was approved by the federal district court in April 2013 and, in the case of the state attorneys

general actions, by their respective state governments. In March 2013, the attorney general of Oklahoma dismissed its action as to LG Display pursuant to a separate settlement agreement. In February 2014, the attorneys general of Mississippi and South Carolina dismissed their actions as to LG Display pursuant to settlement. As of April 29, 2014, the Illinois, Oregon and Washington attorneys general actions remain pending. While the Oregon attorney general action is pending in the MDL Proceedings, the Illinois and Washington attorneys general actions are pending in their respective state courts.

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In addition, in relation to the MDL Proceedings, in 2009, ATS Claim, LLC (assignee of Ricoh Electronics, Inc.), AT&T Corp. and its affiliates, Motorola Mobility, Inc., and Electrograph Technologies Corp. and its subsidiary filed separate claims in the United States, and all of the actions were subsequently consolidated into the MDL Proceedings. In November 2010, ATS Claim, LLC dismissed its action as to LG Display pursuant to a settlement agreement. In addition, in 2010, TracFone Wireless Inc., Best Buy Co., Inc. and its affiliates, Target Corp., Sears, Roebuck and Co., Kmart Corp., Old Comp Inc., Good Guys, Inc., RadioShack Corp., Newegg Inc., Costco Wholesale Corp., Sony Electronics, Inc. and its affiliate, SB Liquidation Trust and the trustee of the Circuit City Stores, Inc. Liquidation Trust filed claims in the United States. In addition, in 2011, the AASI Creditor Liquidating Trust on behalf of All American Semiconductor Inc., CompuCom Systems, Inc., Interbond Corporation of America, Jaco Electronics, Inc., Office Depot, Inc., P.C. Richard & Son Long Island Corporation, MARTA Cooperative of America, Inc., ABC Appliance, Inc., Schultze Agency Services, LLC on behalf of Tweeter Opco, LLC and its affiliate, T-Mobile U.S.A., Inc., Tech Data Corporation and its affiliate filed similar claims in the United States. In 2012, ViewSonic Corp., NECO Alliance LLC, Rockwell Automation LLC, Proview Technology Inc. and its affiliates filed similar claims. In November 2013, Acer America Corporation and its affiliates filed similar claims in the United States. To the extent these claims were not filed in the MDL Proceedings, they have been transferred to the MDL Proceedings for pretrial proceedings. In December 2012, Sony Europe Limited and its affiliate filed similar claims in the High Court of Justice in the United Kingdom. In January 2013, AT&T Corp. and its affiliates dismissed their action as to LG Display pursuant to settlement. In January 2013, the trustee of Circuit City Stores, Inc. Liquidation Trust dismissed its action as to LG Display pursuant to settlement, which was approved by the U.S. Bankruptcy Court. In April 2013, Sony Electronics, Inc. and Sony Europe Limited, together with their respective affiliates, dismissed their actions as to LG Display pursuant to settlement. LG Display reached a settlement with T-Mobile, U.S.A., Inc. in April 2013. In August 2013, Best Buy Co., Inc. and its affiliates dismissed their actions as to LG Display pursuant to settlement. In September 2013, Target Corporation, Sears, Roebuck and Co., Kmart Corporation, Old Comp Inc., Good Guys, Inc., RadioShack Corporation, and Newegg, Inc. dismissed their actions as to LG Display pursuant to settlement. In October 2013, Rockwell Automation, Inc., Jaco Electronics, Inc. and ViewSonic Corporation dismissed their actions as to LG Display pursuant to settlement.

In 2007, class action complaints alleging violations of Canada competition laws were filed against LG Display and other TFT-LCD manufacturers in Canadian provinces of British Columbia, Ontario and Quebec. The Ontario Superior Court of Justice certified the class action complaints filed by the direct and indirect purchasers in May 2011. We are pursuing an appeal of the class certification decision. The actions in Quebec and British Columbia have been stayed.

In December 2013, a class action complaint was filed in the Central District in Israel. As of April 29, 2014, we have yet to receive the service of complaint from the class. We plan to vigorously defend against any claims asserted by the class.

In October 2012, Arkema France and Altuglas International SAS filed a request for arbitration in the International Court of Arbitration of the International Chamber of Commerce regarding the termination of a supply contract with LG Display. In April 2014, LG Display and Arkema France reached settlement.

In April 2014, Deyi Investment Limited filed a complaint against LG Display in the High Court of the Hong Kong Special Administrative Region Court of First Instance alleging breach of contract. As of April 29, 2014, we have yet to receive the service of the complaint. We plan to vigorously defend against the claims asserted by the plaintiff.

In each of the foregoing matters that are ongoing, we are continually evaluating the merits of the respective claims and vigorously defending ourselves. Irrespective of the validity or the successful assertion of the claims described above, we may incur significant costs with respect to litigating or settling any or all of the asserted claims. While we continue to vigorously defend the various proceedings described above, it is possible that one or more proceedings may result

in cash outflow to settle or resolve these claims. We have recognized provisions with respect to those legal claims in which our management has concluded that there is a present or constructive obligation arising from a past event, it is more likely than not that an outflow of resources will result, and the amount of the assessment and/or remediation can be reasonably estimated. However, actual outcome may be materially different from that estimated as of December 31, 2013 and may have a material adverse effect on our operating results or financial condition.

### **Dividends**

Annual dividends must be approved by the shareholders at the annual general meeting of shareholders and interim dividends must be approved by the board of directors. Cash dividends may be paid out of retained earnings that have not been appropriated to statutory reserves.

On March 11, 2011, we declared a cash dividend of 178.9 billion to our shareholders of record as of December 31, 2010 and distributed the cash dividend to such shareholders on April 7, 2011. At our annual general meeting of shareholders that was held on March 9, 2012, March 8, 2013 and March 7, 2014 we did not declare a cash dividend to our shareholders.

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Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

**Item 9. THE OFFER AND LISTING****Item 9.A. Offer and Listing Details.****Market Price Information**

The principal trading market for our common stock is the Korea Exchange. Our common stock, which is in registered form and has a par value of 5,000 per share of common stock, has been listed on the Korea Exchange since July 23, 2004 under the identifying code 034220. As of December 31, 2013, 357,815,700 shares of common stock were outstanding. Our common stock is also listed on the New York Stock Exchange in the form of ADSs. The ADSs have been issued by Citibank as ADS depository and have been listed on the New York Stock Exchange under the symbol LPL since July 22, 2004. One ADS represents one-half of one share of common stock. As of December 31, 2013, 19,789,200 ADSs were outstanding.

The table below sets forth, for the periods indicated, the high and low closing prices and the average daily volume of trading activity on the Korea Exchange for our common stock, and their high and low closing prices and the average daily volume of trading activity on the New York Stock Exchange for our ADSs:

	Korea Exchange			New York Stock Exchange		
	Closing Price Per		Average Daily	Closing Price Per ADS		Average Daily
	Common Stock	Average Daily		High	Low	
High	Low	Trading Volume	High	Low	Trading Volume	
	(in thousands of shares)			(in thousands of DRs)		
<b>2009</b>	39,250	22,800	3,962	16.93	7.78	1,646
<b>2010</b>	47,900	33,250	2,877	21.10	14.03	1,465
<b>2011</b>	40,950	17,500	3,250	18.81	7.72	1,210
<b>First Quarter</b>	40,950	33,650	2,711	18.11	15.03	1,134
<b>Second Quarter</b>	40,900	28,050	3,463	18.81	13.04	1,372
<b>Third Quarter</b>	31,300	17,500	3,410	14.55	7.72	1,332
<b>Fourth Quarter</b>	26,300	18,150	3,394	11.75	7.80	999
<b>2012</b>	36,200	20,050	2,499	16.79	8.52	661
<b>First Quarter</b>	30,450	24,950	2,621	13.61	10.83	760
<b>Second Quarter</b>	27,850	20,050	2,377	12.16	8.52	580
<b>Third Quarter</b>	29,400	21,050	2,208	13.31	9.08	506
<b>Fourth Quarter</b>	36,200	26,350	2,602	16.79	11.79	773
<b>2013</b>						
<b>First Quarter</b>	33,050	27,450	2,286	14.93	12.68	1,008
<b>Second Quarter</b>	31,950	25,950	2,049	14.24	11.22	669
<b>Third Quarter</b>	29,650	25,950	1,966	13.47	11.55	432
<b>Fourth Quarter</b>	25,850	22,300	2,050	12.08	10.54	354

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<b>October</b>	25,850	23,900	2,970	12.08	11.20	491
<b>November</b>	25,050	22,300	1,660	11.76	10.54	291
<b>December</b>	25,350	23,300	1,492	12.00	11.02	267
<b>2014</b>						
<b>First Quarter</b>	29,200	23,100	1,698	14.16	10.69	553
<b>January</b>	26,950	24,750	1,916	12.76	11.62	480
<b>February</b>	29,200	23,100	1,629	12.43	11.33	636
<b>March</b>	26,650	23,100	1,715	12.50	10.69	582
<b>April (through April 29)</b>	29,200	26,700	1,539	14.16	12.76	522

Source: Korea Exchange; New York Stock Exchange.

**Item 9.B. Plan of Distribution**

Not applicable.

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**Table of Contents****Item 9.C. Markets****The Korea Exchange**

On January 27, 2005, the Korea Exchange was established pursuant to the Korea Securities and Futures Exchange Act by consolidating the Korea Stock Exchange, the Korea Futures Exchange, the KOSDAQ Stock Market, Inc., or the KOSDAQ, and the KOSDAQ Committee of the Korea Securities Dealers Association, which had formerly managed the KOSDAQ. There are three different markets operated by the Korea Exchange: the KRX KOSPI Market, the KRX KOSDAQ Market and the KRX Derivatives Market. The Korea Exchange has two trading floors located in Seoul, one for the KRX KOSPI Market and one for the KRX KOSDAQ Market, and one trading floor in Busan for the KRX Derivatives Market. The Korea Exchange is a limited liability company, the shares of which are held by (i) financial investment companies that were formerly members of the Korea Futures Exchange or the Korea Stock Exchange and (ii) the stockholders of the KOSDAQ. Currently, the Korea Exchange is the only stock exchange in Korea and is operated by membership, having as its members Korean financial investment companies and some Korean branches of foreign securities companies.

As of December 31, 2013, the aggregate market value of equity securities listed on the Korea Exchange was 1,186.0 trillion. The average daily trading volume of equity securities for 2013 was 328.3 million shares with an average transaction value of 3,993.4 billion.

The Korea Exchange has the power in some circumstances to suspend trading in the shares of a given company or to de-list a security pursuant to the Regulation on Listing on the Korea Exchange. The Korea Exchange also restricts share price movements. All listed companies are required to file accounting reports annually, semi-annually and quarterly and to release immediately all information that may affect trading in a security.

The Korean government has in the past exerted, and continues to exert, substantial influence over many aspects of the private sector business community that can have the intention or effect of depressing or boosting the market. In the past, the Korean government has informally both encouraged and restricted the declaration and payment of dividends, induced mergers to reduce what it considers excess capacity in a particular industry and induced private companies to offer publicly their securities.

The Korea Exchange publishes the KOSPI every ten seconds, which is an index of all equity securities listed on the Korea Exchange. On January 1, 1983, the method of computing KOSPI was changed from the Dow Jones method to the aggregate value method. Under the new method, the market capitalizations of all listed companies are aggregated, subject to certain adjustments, and this aggregate is expressed as a percentage of the aggregate market capitalization of all listed companies as of the base date, January 4, 1980.

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Movements in KOSPI for the periods indicated are set out in the following table:

	<b>Opening</b>	<b>High</b>	<b>Low</b>	<b>Closing</b>
1983	122.52	134.46	115.59	121.21
1984	115.25	142.46	115.25	142.46
1985	139.53	163.37	131.40	163.37
1986	161.40	279.67	153.85	272.61
1987	264.82	525.11	264.82	525.11
1988	532.04	922.56	527.89	907.20
1989	919.61	1,007.77	844.75	909.72
1990	908.59	928.82	566.27	696.11
1991	679.75	763.10	586.51	610.92
1992	624.23	691.48	459.07	678.44
1993	697.41	874.10	605.93	866.18
1994	879.32	1,138.75	855.37	1,027.37
1995	1,013.57	1,016.77	847.09	882.94
1996	888.85	986.84	651.22	651.22
1997	653.79	792.29	350.68	376.31
1998	385.49	579.86	280.00	562.46
1999	587.57	1,028.07	498.42	1,028.07
2000	1,059.04	1,059.04	500.60	504.62
2001	520.95	704.50	468.76	693.70
2002	724.95	937.61	584.04	627.55
2003	635.17	822.16	515.24	810.71
2004	821.26	936.06	719.59	895.92
2005	893.71	1,379.37	870.84	1,379.37
2006	1,389.27	1,464.70	1,203.86	1,434.46
2007	1,435.26	2,064.85	1,355.79	1,897.13
2008	1,853.45	1,888.88	938.75	1,124.47
2009	1,132.87	1,723.17	992.69	1,682.77
2010	1,696.14	2,052.97	1,532.68	2,051.00
2011	2,070.08	2,228.96	1,652.71	1,825.12
2012	1,826.37	2,049.28	1,769.31	1,997.05
2013	2,031.10	2,059.58	1,780.63	2,011.34
2014 (through April 29)	1,967.19	2,008.61	1,886.85	1,964.77

Source: The Korea Exchange

Shares are quoted ex-dividend on the first trading day of the relevant company's accounting period. Since the calendar year is the accounting period for the majority of listed companies, this may account for the drop in KOSPI between its closing level at the end of one calendar year and its opening level at the beginning of the following calendar year.

With certain exceptions, principally to take account of a share being quoted ex-dividend and ex-rights, permitted upward and downward movements in share prices of any category of shares on any day are limited under the rules of the Korea Exchange to 15% of the previous day's closing price of the shares, rounded down as set out below:



<b>Previous Day s Closing Price (Won)</b>	<b>Rounded Down to Won</b>
Less than 5,000	5
5,000 to less than 10,000	10
10,000 to less than 50,000	50
50,000 to less than 100,000	100
100,000 to less than 500,000	500
500,000 or more	1,000

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As a consequence, if a particular closing price is the same as the price set by the fluctuation limit, the closing price may not reflect the price at which persons would have been prepared, or would be prepared to continue, if so permitted, to buy and sell shares. Orders are executed on an auction system with priority rules to deal with competing bids and offers.

Due to deregulation of restrictions on brokerage commission rates, the brokerage commission rate on equity securities transactions may be determined by the parties, subject to commission schedules being filed with the Korea Exchange by the financial investment companies. In addition, a securities transaction tax of 0.15% of the sales price will generally be imposed on the transfer of shares or certain securities representing rights to subscribe for shares. An agricultural and fishery special surtax of 0.15% of the sales prices will also be imposed on transfer of these shares and securities on the Korea Exchange. See Item 10.E. Taxation Korean Taxation.

The number of companies listed on the KRX KOSPI Market, the corresponding total market capitalization at the end of the periods indicated and the average daily trading volume for those periods are set forth in the following table:

Year	Market Capitalization on the Last Day of Each Period			Average Daily Trading Volume, Value		
	Number of Listed Companies	(Billions of Won)	(Millions of US\$) <sup>(1)</sup>	Thousands of Shares	(Millions of Won)	(Thousands of US\$) <sup>(1)</sup>
1983	328	3,490	4,361	9,325	5,941	7,425
1984	336	5,149	6,207	14,847	10,642	12,829
1985	342	6,570	7,362	18,925	12,315	13,798
1986	355	11,994	13,863	31,755	32,870	37,991
1987	389	26,172	32,884	20,353	70,185	88,183
1988	502	64,544	93,895	10,367	198,364	288,571
1989	626	95,477	140,119	11,757	280,967	412,338
1990	669	79,020	109,872	10,866	183,692	255,412
1991	686	73,118	95,541	14,022	214,263	279,973
1992	688	84,712	107,027	24,028	308,246	389,445
1993	693	112,665	138,870	35,130	574,048	707,566
1994	699	151,217	190,762	36,862	776,257	979,257
1995	721	141,151	181,943	26,130	487,762	628,721
1996	760	117,370	138,490	26,571	486,834	928,418
1997	776	70,989	41,881	41,525	555,759	327,881
1998	748	137,799	114,261	97,716	660,429	547,619
1999	725	349,504	307,662	278,551	3,481,620	3,064,806
2000	704	188,042	148,415	306,163	2,602,211	2,053,837
2001	689	255,850	194,785	473,241	1,997,420	1,520,685
2002	683	258,681	216,071	857,245	3,041,595	2,540,590
2003	684	355,363	298,624	542,010	2,216,636	1,862,719
2004	683	412,588	398,597	372,895	2,232,109	2,156,419
2005	702	655,075	648,589	467,629	3,157,662	3,126,398
2006	731	704,588	757,622	279,096	3,435,180	3,693,742
2007	745	951,900	1,017,205	363,741	5,539,653	5,919,697

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2008	763	576,888	457,122	355,205	5,189,644	4,112,238
2009	770	887,935	763,060	485,657	5,795,552	4,980,495
2010	766	1,114,882	1,260,486	379,171	5,607,749	6,340,121
2011	791	1,041,999	899,438	353,760	6,863,146	5,924,166
2012	784	1,154,294	1,014,229	486,480	4,823,643	4,536,740
2013	777	1,185,974	1,123,880	328,325	3,993,422	3,784,337
2014 (through April 29)	770	1,170,174	1,124,086	231,824	3,702,083	3,556,275

Source: The Korea Exchange

- (1) Converted at the noon buying rate as certified by the Federal Reserve Bank of New York in effect on the last business day of the year indicated other than for 2014, which is converted at the noon buying rate as certified by the Federal Reserve Bank of New York in effect on April 25, 2014 (the latest available noon buying rate prior to filing this annual report).

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The Korean securities markets are principally regulated by the Financial Services Commission and the Financial Investment Services and Capital Markets Act. The Financial Investment Services and Capital Markets Act imposes restrictions on insider trading and price manipulation, requires specified information to be made available by listed companies to investors and establishes rules regarding margin trading, proxy solicitation, takeover bids, acquisition of treasury shares and reporting requirements for shareholders holding substantial interests. In addition, it also regulates the securities and derivatives markets in Korea.

### **Further Opening of the Korean Securities Market**

Starting May 1, 1996, foreign investors were permitted to invest in warrants representing the right to subscribe for shares of a company listed on the KRX KOSPI Market or the KRX KOSDAQ Market, subject to certain investment limitations. A foreign investor may not acquire such warrants with respect to shares of a class of a company for which the ceiling on aggregate investment by foreigners has been reached or exceeded.

A stock index futures market was opened on May 3, 1996 and a stock index option market was opened on July 7, 1997, in each case at the Korea Exchange. Remittance and repatriation of funds in connection with foreign investment in stock index futures and options are subject to regulations similar to those that govern remittance and repatriation in the context of foreign investment in Korean stocks.

In addition, on January 28, 2002, the Korea Exchange opened a new options market for the stock of seven companies (Samsung Electronics, SK Telecom, KT Corporation, Korea Electric Power Corporation, POSCO, Kookmin Bank and Hyundai Motor Company), and as of June 13, 2011, the Korea Exchange expanded this market to include the stock of 33 companies. Foreigners are permitted to invest in such options subject to the same procedural requirements and investment limitations applicable to Korean investors.

As of December 30, 1997, foreign investors were permitted to invest in all types of corporate bonds, bonds issued by national or local governments and bonds issued in accordance with certain special laws without being subject to any aggregate or individual investment ceiling. The Financial Services Commission sets forth procedural requirements for such investments. The Korean government announced on February 8, 1998 its plans for the liberalization of the money market with respect to investment in money market instruments by foreigners in 1998. In accordance with the plan, foreigners have been permitted to invest in money market instruments issued by corporations, including commercial paper, starting February 16, 1998 with no restrictions as to the amount. Starting May 25, 1998, foreigners have been permitted to invest in certificates of deposit and repurchase agreements.

Currently, foreigners are permitted to invest in certain other securities including shares of Korean companies that are not listed on the Korea Exchange and in bonds that are not listed.

### **Protection of Customer's Interest in Case of Insolvency of Financial Investment Companies**

Under Korean law, the relationship between a customer and a financial investment company with a brokerage license in connection with a securities sell or buy order is deemed to be a consignment and the securities acquired by a consignment agent (i.e., the financial investment company with a brokerage license) through such sell or buy order are regarded as belonging to the customer in so far as the customer and the consignment agent's creditors are concerned. Therefore, in the event of a bankruptcy or reorganization procedure involving a financial investment company with a brokerage license, the customer of the financial investment company is entitled to the proceeds of the securities sold by such financial investment company.



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When a customer places a sell order with a financial investment company with a brokerage license that is not a member of the KRX KOSPI Market or the KRX KOSDAQ Market and such financial investment company places a sell order with another financial investment company with a brokerage license that is a member of the KRX KOSPI Market or the KRX KOSDAQ Market, the customer is still entitled to the proceeds of the securities sold and received by the non-member company from the member company regardless of the bankruptcy or reorganization of the non-member company.

Under the Financial Investment Services and Capital Markets Act, the Korea Exchange is obliged to indemnify any loss or damage incurred by a counterparty as a result of a breach by members of the KRX KOSPI Market or the KRX KOSDAQ Market. If a financial investment company with a brokerage license that is a member of the KRX KOSPI Market or the KRX KOSDAQ Market breaches its obligation in connection with a buy order, the Korea Exchange is obliged to pay the purchase price on behalf of the breaching member. Therefore, the customer can acquire the securities that have been ordered to be purchased by the breaching member.

When a customer places a buy order with a non-member company and the non-member company places a buy order with a member company, the customer has the legal right to the securities received by the non-member company from the member company because the purchased securities are regarded as belonging to the customer in so far as the customer and the non-member company's creditors are concerned.

As the cash deposited with a financial investment company with a brokerage license is regarded as belonging to such financial investment company, which is liable to return the same at the request of its customer, the customer cannot take back deposited cash from the financial investment company if a bankruptcy or reorganization procedure is instituted against such financial investment company and, therefore, can suffer from loss or damage as a result. However, the Depositor Protection Act provides that the Korea Deposit Insurance Corporation will, upon the request of the investors, pay investors up to 50 million of cash deposited with such financial investment company in case of such financial investment company's bankruptcy, liquidation, cancellation of securities business license or other insolvency events. Pursuant to the Financial Investment Services and Capital Markets Act, as amended, financial investment companies with a brokerage license are required to deposit the cash received from its customers to the extent the amount is not covered by the insurance with the Korea Securities Finance Corporation, a special entity established pursuant to the Financial Investment Services and Capital Markets Act. Set-off or attachment of cash deposits by such financial investment company is prohibited. The premiums related to this insurance are paid by such financial investment company.

**Item 9.D. *Selling Shareholders***

Not applicable.

**Item 9.E. *Dilution***

Not applicable.

**Item 9.F. *Expenses of the Issue***

Not applicable.

**Item 10. ADDITIONAL INFORMATION**

**Item 10.A. *Share Capital***

Not applicable.

**Item 10.B. *Memorandum and Articles of Association***  
**Description of Capital Stock**

This section provides information relating to our capital stock, including brief summaries of material provisions of our current articles of incorporation, the Financial Investment Services and Capital Markets Act and the Korean Commercial Code. The following summaries are subject to, and are qualified in their entirety by reference to, our articles of incorporation and the applicable provisions of the Financial Investment Services and Capital Markets Act and the Korean Commercial Code.

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### **General**

Under our articles of incorporation, which was last amended in March 2013, the total number of shares authorized to be issued by us is 500,000,000 shares, which consists of shares of common stock and non-voting preferred stock, both with par value of \$5,000 per share. We are authorized to issue preferred stock of up to 40,000,000 shares. As of December 31, 2013, 357,815,700 shares of common stock were issued. All of the issued and outstanding shares are fully-paid and non-assessable and are in registered form. We issue share certificates in denominations of 1, 5, 10, 50, 100, 500, 1,000 and 10,000 shares.

### **Dividends**

We distribute dividends to our shareholders in proportion to the number of shares owned by each shareholder. The shares represented by the ADSs have the same dividend rights as other outstanding shares.

Holders of preferred shares are entitled to receive dividends in priority to the holders of common stock. The amount of dividends for preferred shares is determined by our board of directors within a range of 1% to 10% of par value at the time the shares are issued, provided that if the dividend amount on the shares of common stock exceeds that on the preferred shares, holders of preferred shares will also participate in the distribution of the excess dividend amount in the same proportion as holders of common stock. If the amount available for dividends is less than the aggregate amount of such minimum dividend, the holders of preferred shares will be entitled to receive the accumulated unpaid dividends in priority to the holders of common stock from the dividends payable in respect of the next fiscal year.

We declare dividends annually at the annual general meeting of shareholders which is held within three months after the end of the fiscal year. We pay the annual dividend shortly after the annual general meeting to the shareholders of record as of the end of the preceding fiscal year. We may distribute the annual dividend in cash or in shares. However, a dividend of shares must be distributed at par value. If the market price of the shares is less than their par value, dividends in shares may not exceed one-half of the annual dividend. We have no obligation to pay any annual dividend unclaimed for five years from the payment date.

Under the Korean Commercial Code, we may pay an annual dividend only out of the excess of our net assets, on a non-consolidated basis, over the sum of (1) our stated capital and (2) the total amount of our capital surplus reserve and legal reserve accumulated up to the end of the relevant dividend period. We may not pay an annual dividend unless we have set aside a legal reserve in an amount equal to at least 10% of the cash portion of the annual dividend or unless we have accumulated a legal reserve of not less than one-half of our stated capital. We may not use legal reserves to pay cash dividends but may transfer amounts from legal reserves to capital stock or use legal reserves to reduce an accumulated deficit.

Also, we may pay an interim dividend in accordance with a resolution of the board of directors to our shareholders who are registered in the shareholders' register as of July 1 of the relevant fiscal year, and such an interim dividend shall be made in cash.

### **Distribution of Free Shares**

In addition to paying dividends in shares out of our retained or current earnings, we may also distribute to our shareholders an amount transferred from our capital surplus or legal reserve to our stated capital in the form of free shares. Free shares are shares newly issued to existing shareholders without consideration, much like stock dividends, except that in the case of free shares a portion of the reserves, as opposed to earnings, is transferred to capital. We must distribute such free shares to all of our shareholders in proportion to their existing shareholdings. We may



distribute free shares when we determine that our capital surplus or legal reserves are too large relative to our paid-in capital.

### **Preemptive Rights and Issuance of Additional Shares**

We may issue authorized but unissued shares at the times and, unless otherwise provided in the Korean Commercial Code, on the terms our board of directors may determine. All of our shareholders are generally entitled to subscribe for any newly issued shares in proportion to their existing shareholdings. We must offer new shares on uniform terms to all shareholders who have preemptive rights and are listed on our shareholders' register as of the relevant record date. However, under the Korean Commercial Code, we may vary the specific terms of these preemptive rights for different classes of shares without shareholder approval. To the extent that such different terms result in placing any particular class of shareholders at a disadvantage relative to other classes, a special resolution by that disadvantaged class of shareholders is necessary.

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We must give public notice of the preemptive rights regarding new shares and their transferability at least two weeks before the relevant record date. Our board of directors may determine how to distribute shares for which preemptive rights have not been exercised or where fractions of shares occur.

Under our articles of incorporation, we may issue new shares pursuant to a board resolution to persons other than existing shareholders, who however will not have preemptive rights, if the new shares are, among others:

publicly offered pursuant to the Financial Investment Services and Capital Markets Act;

issued to members of our employee stock ownership association;

represented by depositary receipts;

issued upon exercise of stock options granted to our officers and employees;

issued to corporations, institutional investors or domestic or overseas financial institutions to achieve our operational objectives; or

issued for the purpose of drawing foreign investment when we deem it necessary for our business needs;

provided that the aggregate number of shares so issued do not exceed 20% of the total number of issued and outstanding shares.

In addition, we may issue convertible bonds or bonds with warrants, respectively, up to an aggregate face amount of 2.5 trillion to persons other than existing shareholders. The classes of shares to be issued upon conversion of bonds or exercise of warrants shall be common stock.

Members of our employee stock ownership association, whether or not they are our shareholders, generally have a preemptive right to subscribe for up to 20% of the shares publicly offered pursuant to the Financial Investment Services and Capital Markets Act. As of December 31, 2013, approximately 0.001% of the outstanding shares were held by our employee stock ownership association.

## **General Meeting of Shareholders**

We hold the annual general meeting of shareholders within three months after the end of each fiscal year. Subject to a board resolution or court approval, we may hold an extraordinary general meeting of shareholders:

as necessary;

at the request of holders of an aggregate of 3% or more of our outstanding shares;

at the request of shareholders holding an aggregate of 1.5% or more of our outstanding shares for at least six consecutive months; or

at the request of our audit committee.

Holders of preferred shares may request a general meeting of shareholders only after the preferred shares become entitled to vote or are enfranchised, as described under [Voting Rights](#) below.

We must give shareholders written notice setting out the date, place and agenda of the meeting at least two weeks before the date of the general meeting of shareholders. However, for holders of less than 1% of the total number of issued and outstanding voting shares, we may give notice by placing at least two public notices in at least two daily newspapers or providing such notice in the electronic notification system of the Financial Supervisory Service or the Korea Exchange at least two weeks in advance of the meeting. We will use *Maeil Business Newspaper* and *The Chosun Ilbo*, published in Seoul, Korea, for public notice purposes. Shareholders not on the shareholders' register as of the record date are not entitled to receive notice of the general meeting of shareholders, attend or vote at the meeting. Holders of non-voting preferred shares, unless enfranchised, are not entitled to receive notice of general meetings of shareholders.

The place of our general meetings of shareholders is decided by our board of directors, which can be our head office, our Paju Display Cluster or any other place as designated by our board of directors.

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### **Voting Rights**

Holders of our common stock are entitled to one vote for each share of common stock, except that voting rights may not be exercised with respect to shares of common stock held by us or by a corporate shareholder in which we own, directly or indirectly, more than 10% of its voting stock. The Korean Commercial Code permits cumulative voting, under which voting method each shareholder would have multiple voting rights corresponding to the number of directors to be appointed in the voting and may exercise all voting rights cumulatively to elect one director. However, our articles of incorporation prohibit cumulative voting.

According to our current articles of incorporation, our shareholders may adopt resolutions at a general meeting by an affirmative majority vote of the voting shares present or represented at the meeting, where the affirmative votes also represent at least one-fourth of our total voting shares then issued and outstanding. However, under the Korean Commercial Code and our articles of incorporation, the following matters, among others, require approval by the holders of at least two-thirds of the shares present or represented at a meeting, where the affirmative votes also represent at least one-third of our total voting shares then issued and outstanding:

amending our articles of incorporation;

removing a director;

effecting any dissolution, merger or consolidation of us;

transferring the whole or any significant part of our business;

effecting our acquisition of all of the business of any other company;

effecting our acquisition of a part of the business of any other company that has a material effect on our business; or

issuing any new shares at a price lower than their par value.

In general, holders of preferred shares are not entitled to vote on any resolution or receive notice of any general meeting of shareholders. However, in the case of amendments to our articles of incorporation, any merger or consolidation involving us, capital reductions or in certain other cases in which the rights or interests of the preferred shares are affected, approval of the holders of preferred shares is required. We may obtain such approval by a resolution of holders of at least two-thirds of the preferred shares present or represented at a class meeting of the holders of preferred shares, where the affirmative votes also represent at least one-third of our total issued and outstanding preferred shares. In addition, if we are unable to pay dividends on preferred shares as provided in our articles of incorporation, the holders of preferred shares will become enfranchised and will be entitled to exercise voting rights until those dividends are paid. The holders of enfranchised preferred shares have the same rights as holders of common stock to request, receive notice of, attend and vote at a general meeting of shareholders.

Shareholders may exercise their voting rights by proxy.

Holders of ADRs exercise their voting rights through the ADR depository, an agent of which is the record holder of the underlying shares. Subject to the provisions of the deposit agreement, ADR holders are entitled to instruct the ADR depository how to vote the shares underlying their ADSs.

### **Rights of Dissenting Shareholders**

In some limited circumstances, including the transfer of all or any significant part of our business and our merger or consolidation with another company, dissenting shareholders have the right to require us to purchase their shares. To exercise this right, shareholders must submit to us a written notice of their intention to dissent before the general meeting of shareholders. Within 20 days after the relevant resolution is passed at such meeting, the dissenting shareholders must make a request to us in writing to purchase their shares. We are obligated to purchase the shares of dissenting shareholders no later than one month after the end of such 20-day period. The purchase price for the shares is required to be determined through negotiation between the dissenting shareholders and us. If we cannot agree on a price through negotiation, the purchase price will be the average of (1) the weighted average of the daily closing prices of shares on the Korea Exchange for the two-month period before the date of the adoption of the relevant board resolution, (2) the weighted average of the daily closing price of shares on the Korea Exchange for the one-month period before the date of the adoption of the relevant board resolution and (3) the weighted average of the daily closing price of shares on the Korea Exchange for the one-week period before the date of the adoption of the relevant board resolution. If we or the dissenting shareholders that had requested the purchase of their shares do not accept the purchase price, we or the dissenting shareholders may request a court to determine the purchase price. Holders of ADSs will not be able to exercise dissenters' rights unless they have withdrawn the underlying common stock and become our direct shareholders.

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### **Register of Shareholders and Record Dates**

Our transfer agent, Korea Securities Depository, maintains the register of our shareholders at its office in Seoul, Korea. It will register transfers of shares on the register of shareholders on presentation of the share certificates.

The record date for annual dividends is December 31. For the purpose of determining the shareholders entitled to annual dividends, the register of shareholders may be closed for the period from January 1 to January 15 of each year. Further, for the purpose of determining the shareholders entitled to some other rights pertaining to the shares, we may, on at least two weeks' public notice, set a record date and/or close the register of shareholders for not more than three months.

### **Business Report**

At least one week before the annual general meeting of shareholders, we must make our business report and audited consolidated Korean IFRS financial statements available for inspection at our principal office and at all of our branch offices. In addition, copies of business reports, the audited consolidated Korean IFRS financial statements and any resolutions adopted at the general meeting of shareholders will be available to our shareholders.

Under the Financial Investment Services and Capital Markets Act, we must file with the Financial Services Commission and the Korea Exchange (1) a yearly report (including audited non-consolidated financial statements and audited consolidated financial statements) within 90 days after the end of our fiscal year and (2) interim reports with respect to the three-month period, six-month period and nine-month period from the beginning of each fiscal year within 45 calendar days following the end of each such period. Copies of these reports will be available for public inspection at the Financial Services Commission and the Korea Exchange.

### **Transfer of Shares**

Under the Korean Commercial Code, the transfer of shares is effected by delivery of share certificates. However, to assert shareholders' rights against us, the transferee must have his name and address registered on our register of shareholders. For this purpose, a shareholder is required to file his name, address and seal with us. A non-Korean shareholder may file a specimen signature in place of a seal, unless he is a citizen of a country with a sealing system similar to that of Korea. In addition, a non-resident shareholder must appoint an agent authorized to receive notices on his behalf in Korea and file a mailing address in Korea. The above requirements do not apply to the holders of ADSs.

Under current Korean regulations, the Korea Securities Depository, foreign exchange banks (including domestic branches of foreign banks), financial investment companies with a dealing, brokerage or collective investment license and internationally recognized custodians may act as agents and provide related services for foreign shareholders. Certain foreign exchange controls and securities regulations apply to the transfer of shares by non-residents or non-Koreans. See Item 10.D. Exchange Controls.

### **Acquisition of Shares by Us**

Under the Korean Commercial Code, we may acquire our own shares pursuant to a resolution adopted at a general meeting of shareholders through either (i) purchases on a stock exchange or (ii) with respect to shares other than any redeemable shares as set forth in Article 345, Paragraph (1) of the Korean Commercial Code, purchases from each shareholder in proportion to such shareholder's existing shareholding ratio through the methods set forth in the Presidential Decree, provided that the aggregate purchase price does not exceed the amount of our profit that may be distributed as dividends in respect of the immediately preceding fiscal year.

In addition, pursuant to the Financial Investment Services and Capital Markets Act, we may acquire shares through purchases on the Korea Exchange or through a tender offer. We may also acquire interests in our own shares through agreements with trust companies or retrieve our own shares from a trust company upon termination of the trust agreement. The aggregate purchase price for shares purchased through such means may not exceed the total amount available for distribution of dividends at the end of the preceding fiscal year, subject to certain procedural requirements.

### **Liquidation Rights**

In the event of our liquidation, after payment of all debts, liquidation expenses and taxes, our remaining assets will be distributed among shareholders in proportion to their shareholdings. Holders of preferred shares have no preference in liquidation.

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**Item 10.C. *Material Contracts***

We have not entered into any material contracts during the two years immediately preceding the date of this annual report, other than in the ordinary course of our business. For information regarding our agreements and transactions with certain related parties, see Item 7.B. Related Party Transactions. For descriptions of certain agreements related to our capital commitments and obligations and certain agreements related to our joint ventures, which we believe were not material to our results of operations and financial condition in the periods in which such agreements were entered, see Item 5.B. Liquidity and Capital Resources and Item 4.B. Business Overview Joint Ventures, respectively.

**Item 10.D. *Exchange Controls***

The Foreign Exchange Transaction Act of Korea and the Presidential Decree and regulations under that Act and Decree, which we refer to collectively as the Foreign Exchange Transaction Laws, regulate investments in Korean securities by non-residents and issuances of securities outside Korea by Korean companies. Non-residents may invest in Korean securities pursuant to the Foreign Exchange Transaction Laws. The Financial Services Commission has also adopted, pursuant to its authority under the Korean Securities and Exchange Act, regulations that restrict investments by foreigners in Korean securities and regulate issuances of securities outside Korea by Korean companies.

Subject to certain limitations, the Ministry of Strategy and Finance has the authority to take the following actions under the Foreign Exchange Transaction Laws:

if the government deems it necessary on account of war, armed conflict, natural disaster or grave and sudden and significant changes in domestic or foreign economic circumstances or similar events or circumstances, the Ministry of Strategy and Finance may temporarily suspend performance under any or all foreign exchange transactions, in whole or in part, to which the Foreign Exchange Transaction Laws apply (including suspension of payment and receipt of foreign exchange) or impose an obligation to deposit, safe-keep or sell any means of payment to The Bank of Korea or certain other governmental agencies, foreign exchange equalization funds or financial institutions; and

if the government concludes that the international balance of payments and international financial markets are experiencing or are likely to experience significant disruption or that the movement of capital between Korea and other countries is likely to adversely affect the Korean Won, exchange rates or other macroeconomic policies, the Ministry of Strategy and Finance may take action to require any person who intends to effect a capital transaction to obtain permission or to require any person who effects a capital transaction to deposit a portion of the means of payment acquired in such transactions with The Bank of Korea, foreign exchange equalization funds or financial institutions.

**Government Review of Issuance of ADSs**

In order for us to issue ADSs outside Korea, we are required to submit a report to the Ministry of Strategy and Finance or our designated foreign exchange bank (depending on the aggregate issue amount) with respect to the issuance of the ADSs. No further governmental approval is necessary for the offering and issuance of the ADSs.

Under current Korean laws and regulations and the terms of the deposit agreement, the depository is required to obtain our consent for the number of shares of common stock to be deposited in any given proposed deposit that exceeds the



difference between:

- (1) the aggregate number of shares of our common stock deposited by us for the issuance of our ADSs (including deposits in connection with the initial issuance and all subsequent offerings of our ADSs and stock dividends or other distributions related to these ADSs); and
- (2) the number of shares of our common stock on deposit with the depository at the time of such proposed deposit.

We can give no assurance that we would, subject to governmental authorization, grant our consent, if our consent is required. Therefore, a holder of ADRs who surrenders ADRs and withdraws shares may not be permitted subsequently to deposit those shares and obtain ADRs.

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**Table of Contents****Reporting Requirements for Holders of Substantial Interests**

Under the Financial Investment Services and Capital Markets Act, any person whose direct or beneficial ownership of our common stock with voting rights, whether in the form of shares of common stock or ADSs, certificates representing the rights to subscribe for shares and equity-related debt securities including convertible bonds, bonds with warrants and exchangeable bonds, which we refer to collectively as equity securities, together with the equity securities directly or beneficially owned by certain related persons or by any person acting in concert with the person, accounts for 5% or more of our total outstanding equity securities, is required to report the status and purpose (in terms of whether the purpose of the shareholding is to participate in the management of the issuer) of the holdings to the Financial Services Commission and the Korea Exchange within five business days after reaching the 5% ownership interest. In addition, any change (i) in the ownership interest subsequent to the report that equals or exceeds 1% of the total outstanding equity securities from the previous report or (ii) in the shareholding purpose, is required to be reported to the Financial Services Commission and the Korea Exchange within five business days from the date of the change (or, in the case of a person with no intent to seek management control or an institutional investor prescribed by the Financial Services Commission, within ten days of the end of the month in which the change occurred).

Violation of these reporting requirements may subject a person to criminal sanctions such as fines or imprisonment and/or prohibition on the exercise of voting rights with respect to the ownership of equity securities exceeding the reported number of shares. Furthermore, the Financial Services Commission may order the disposal of the unreported equity securities.

When a person's shareholding ratio reaches or exceeds ten percent or more of the company's issued and outstanding shares with voting rights, the person must file a report to the Securities and Futures Commission and to the Korea Exchange within five business days following the date on which the person reached such shareholding limit. In addition, such person must file a report to the Securities and Futures Commission and to the Korea Exchange regarding any subsequent change in his/her shareholding. These subsequent reports on changes in shareholding are required within five business days after the relevant change has occurred. Violation of these reporting requirements may subject a person to criminal sanctions such as fines or imprisonment.

**Restrictions Applicable to ADSs**

No Korean governmental approval is necessary for the sale and purchase of our ADSs in the secondary market outside Korea or for the withdrawal of shares of our common stock underlying the ADSs and the delivery inside Korea of shares in connection with the withdrawal, provided, that a foreigner who intends to acquire the shares must obtain an investment registration card from the Financial Supervisory Service as described below. The acquisition of the shares by a foreigner must be immediately reported to the governor of the Financial Services Commission, either by the foreigner or by his standing proxy in Korea.

Persons who have acquired shares of our common stock as a result of the withdrawal of shares underlying our ADSs may exercise their preemptive rights for new shares, participate in free distributions and receive dividends on shares without any further Korean governmental approval.

**Restrictions Applicable to Shares**

As a result of amendments to the Foreign Exchange Transaction Laws and Financial Services Commission regulations, adopted in connection with the stock market opening from January 1992, which we refer to collectively as the Investment Rules, after that date, foreigners may invest, with limited exceptions and subject to procedural

requirements, in shares of all Korean companies listed on the KRX KOSPI Market or the KRX KOSDAQ Market unless prohibited by specific laws. Foreign investors may trade shares listed on the KRX KOSPI Market or the KRX KOSDAQ Market only through the KRX KOSPI Market or the KRX KOSDAQ Market, except in limited circumstances, including:

odd-lot trading of shares;

acquisition of shares, which we refer to as converted shares, by exercise of warrants, conversion rights or exchange rights under bonds with warrants, convertible bonds or exchangeable bonds or withdrawal rights under depositary receipts issued outside of Korea by a Korean company;

acquisition of shares as a result of inheritance, donation, bequest or exercise of shareholders' rights, including preemptive rights or rights to participate in free distributions and receive dividends;

over-the-counter transactions between foreigners of a class of shares for which the ceiling on aggregate acquisition by foreigners, as explained below, has been reached or exceeded;

shares acquired by way of direct investment and/or the disposal of such shares by the investor;

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the disposal of shares pursuant to the exercise of appraisal rights of dissenting shareholders;

the disposal of shares in connection with a tender offer;

the acquisition of shares by a foreign depositary in connection with the issuance of depositary receipts;

the acquisition and disposal of shares through an overseas stock exchange market if such shares are simultaneously listed on the KRX KOSPI Market or the KRX KOSDAQ Market and such overseas stock exchange; and

arm s-length transactions between foreigners, if all of such foreigners belong to the investment group managed by the same person.

For over-the-counter transactions of shares between foreigners outside the KRX KOSPI Market or the KRX KOSDAQ Market for shares with respect to which the limit on aggregate foreign ownership has been reached or exceeded, a financial investment company with a brokerage license in Korea must act as an intermediary. Odd-lot trading of shares outside the KRX KOSPI Market or the KRX KOSDAQ Market must involve a financial investment company with a dealing license in Korea as the other party. Foreign investors are prohibited from engaging in margin transactions by borrowing shares from financial investment companies with respect to shares that are subject to a foreign ownership limit.

The Investment Rules require a foreign investor who wishes to invest in shares on the KRX KOSPI Market or the KRX KOSDAQ Market (including converted shares and shares being issued for initial listing on the KRX KOSPI Market or the KRX KOSDAQ Market) to register its identity with the Financial Supervisory Service prior to making any such investment unless it has previously registered. However, the registration requirement does not apply to foreign investors who acquire converted shares (including upon conversion of ADSs into shares and upon exercise of conversion rights of convertible bonds) with the intention of selling such converted shares within three months from the date of acquisition of the converted shares. Upon registration, the Financial Supervisory Service will issue to the foreign investor an investment registration card, which must be presented each time the foreign investor opens a brokerage account with a financial investment company with a brokerage license. Foreigners eligible to obtain an investment registration card include foreign nationals who have not been residing in Korea for a consecutive period of six months or more, foreign governments, foreign municipal authorities, foreign public institutions, international financial institutions or similar international organizations, corporations incorporated under foreign laws and any person in any additional category designated by a decree promulgated under the Financial Investment Services and Capital Markets Act. All Korean branch offices of a foreign corporation as a group are treated as a separate foreigner from the offices of the corporation located outside of Korea for the purpose of investment registration. However, a foreign corporation or depositary issuing depositary receipts may obtain one or more investment registration cards in its name in certain circumstances as described in the relevant regulations.

Upon a foreign investor s purchase of shares through the KRX KOSPI Market or the KRX KOSDAQ Market, no separate report by the investor is required because the investment registration card system is designed to control and oversee foreign investment through a computer system. However, a foreign investor s acquisition or sale of shares outside the KRX KOSPI Market or the KRX KOSDAQ Market (as discussed above) must be reported by the foreign investor or his standing proxy to the governor of the Financial Supervisory Service at the time of each such acquisition or sale; provided, however, that a foreign investor must ensure that any acquisition or sale by it of shares outside the

KRX KOSPI Market or the KRX KOSDAQ Market in the case of trades in connection with a tender offer, odd-lot trading of shares or trades of a class of shares for which the aggregate foreign ownership limit has been reached or exceeded, is reported to the governor of the Financial Supervisory Service by the financial investment company engaged to facilitate such transaction. A foreign investor may appoint a standing proxy from among the Korea Securities Depository, foreign exchange banks (including domestic branches of foreign banks), financial investment companies with a dealing, brokerage or collective investment license and internationally recognized custodians which will act as a standing proxy to exercise shareholders' rights or perform any matters related to the foregoing activities if the foreign investor does not perform these activities itself. Generally, a foreign investor may not permit any person, other than its standing proxy, to exercise rights relating to its shares or perform any tasks related thereto on its behalf. However, a foreign investor may be exempted from complying with these standing proxy rules with the approval of the governor of the Financial Supervisory Service in cases deemed inevitable by reason of conflict between the laws of Korea and the home country of the foreign investor.

Certificates evidencing shares of Korean companies must be kept in custody with an eligible custodian in Korea. Only the Korea Securities Depository, foreign exchange banks (including domestic branches of foreign banks), financial investment companies with a dealing, brokerage or collective investment license and internationally recognized custodians are eligible to act as a custodian of shares for a non-resident or foreign investor; provided, however, that a foreign investor may have the certificate evidencing shares released from such custody when it is necessary to exercise its rights to such shares or to inspect and confirm the presence of the certificate(s) of such shares. A foreign investor must ensure that its custodian deposits its shares with the Korea Securities Depository. However, a foreign investor may be exempted from complying with this deposit requirement with the approval of the governor of the Financial Supervisory Service in circumstances where compliance with that requirement is made impracticable, including cases where compliance would contravene the laws of the home country of such foreign investor.

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Under the Investment Rules, with certain exceptions, foreign investors may acquire shares of a Korean company without being subject to any foreign investment ceiling. As one such exception, designated public corporations are subject to a 40% ceiling on the acquisition of shares by foreigners in the aggregate. Designated public corporations may set a ceiling on the acquisition of shares by a single person in their articles of incorporation. Currently, Korea Electric Power Corporation is the only designated public corporation which has no ceiling specifically set for foreign shareholders but has set a ceiling on the acquisition of shares by a single person regardless of its nationality within 3% of the total number of shares by its articles of incorporation. Furthermore, an investment by a foreign investor in 10% or more of the outstanding shares with voting rights of a Korean company is defined as a foreign direct investment under the Foreign Investment Promotion Act of Korea. Generally, a foreign direct investment must be reported to the foreign exchange bank designated by the Ministry of Trade, Industry & Energy or the Korea Trade-Investment Promotion Agency prior to such investment (within 30 days from the date of such investment, if the company is listed on the Korea Exchange). The acquisition of shares of a Korean company by a foreign investor may also be subject to certain foreign or other shareholding restrictions in the event that the restrictions are prescribed in a specific law that regulates the business of the Korean company.

Under the Foreign Exchange Transaction Laws, a foreign investor who intends to acquire shares must designate a foreign exchange bank at which he must open a foreign currency account and a Korean Won account exclusively for stock investments. No approval is required for remittance into Korea and deposit of foreign currency funds in the foreign currency account. Foreign currency funds may be transferred from the foreign currency account at the time required to place a deposit for, or settle the purchase price of, a stock purchase transaction to a Korean Won account opened at a financial investment company with a securities dealing or brokerage license. Funds in the foreign currency account may be remitted abroad without any Korean governmental approval.

Dividends on shares of Korean companies are paid in Korean Won. No Korean governmental approval is required for foreign investors to receive dividends on, or the Korean Won proceeds of the sale of, any shares to be paid, received and retained in Korea. Dividends paid on, and the Korean Won proceeds of the sale of, any shares held by a non-resident of Korea must be deposited either in a Korean Won account with the investor's financial investment company or in his Korean Won account. Funds in the investor's Korean Won account may be transferred to his foreign currency account or withdrawn for local living expenses, provided that any withdrawal of local living expenses in excess of a certain amount is reported to the Financial Supervisory Service by the foreign exchange bank at which the Won account is maintained. Funds in the Korean Won account may also be used for future investment in shares or for payment of the subscription price of new shares obtained through the exercise of preemptive rights.

Financial investment companies with a securities dealing, brokerage or collective investment license are allowed to open foreign currency accounts with foreign exchange banks exclusively for accommodating foreign investors' stock investments in Korea. Through these accounts, such financial investment companies may enter into foreign exchange transactions on a limited basis, such as conversion of foreign currency funds and Korean Won funds, either as a counterparty to or on behalf of foreign investors, without the investors having to open their own accounts with foreign exchange banks.

**Item 10.E. *Taxation***

The following summary is based upon the tax laws of the United States and the Republic of Korea as in effect on the date of this annual report, and is subject to any change in U.S. or Korean law that may come into effect after such date. Investors in the shares of common stock or ADSs are advised to consult their own tax advisers as to the United States, Korean or other tax consequences of the purchase, ownership and disposition of such securities, including the effect of any national, state or local tax laws.

## **Korean Taxation**

The following summary of Korean tax considerations applies to you so long as you are not:

a resident of Korea;

a corporation having its head office, principal place of business or place of effective management in Korea (i.e., a Korean corporation); or

engaged in a trade or business in Korea through a permanent establishment or a fixed base to which the relevant income is attributable or with which the relevant income is effectively connected.

### ***Taxation of Dividends on Shares of Common Stock or ADSs***

We will deduct Korean withholding tax from dividends (whether in cash or in shares) paid to you at a rate of 22% (including local income surtax). If you are a qualified resident in a country that has entered into a tax treaty with Korea, you may qualify for a reduced rate of Korean withholding tax. See **Tax Treaties** below for a discussion of treaty benefits. If we distribute to you free shares representing a transfer of certain capital reserves or asset revaluation reserves into paid-in capital, that distribution may be subject to Korean withholding tax.

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**Table of Contents*****Taxation of Capital Gains from Transfer of Shares of Common Stock or ADSs***

As a general rule, capital gains earned by non-residents upon transfer of shares of our common stock or ADSs are subject to Korean withholding tax at the lower of (1) 11% (including local income surtax) of the gross proceeds realized or (2) subject to the production of satisfactory evidence of acquisition costs and certain direct transaction costs of the shares or ADSs, 22% (including local income surtax) of the net realized gain, unless exempt from Korean income taxation under the applicable Korean tax treaty with the non-resident's country of tax residence. See **Tax Treaties** below for a discussion on treaty benefits. Even if you do not qualify for an exemption under a tax treaty, you will not be subject to the foregoing withholding tax on capital gains if you qualify under the relevant Korean domestic tax law exemptions discussed in the following paragraphs.

With respect to shares of our common stock, you will not be subject to Korean income taxation on capital gains realized upon the transfer of such shares through the Korea Exchange if you (1) have no permanent establishment in Korea and (2) did not own or have not owned (together with any shares owned by any entity with which you have a certain special relationship and possibly including the shares represented by the ADSs) 25% or more of our total issued and outstanding shares at any time during the calendar year in which the sale occurs and during the five calendar years prior to the calendar year in which the sale occurs.

Under the tax law amendments effective for capital gains recognized or to be recognized from disposition of ADSs on or after January 1, 2008, ADSs are viewed as shares of stock for capital gains tax purposes. Accordingly, capital gains from sale or disposition of ADSs are taxed (if taxable) as if such gains are from sale or disposition of shares of our common stock. It should be noted that (i) capital gains earned by you (regardless of whether you have a permanent establishment in Korea) from a transfer of ADSs outside Korea will generally be exempt from Korean income taxation by virtue of the Special Tax Treatment Control Law of Korea, or the STTCL, provided that the issuance of ADSs is deemed to be an overseas issuance under the STTCL, but (ii) in the case where an owner of the underlying shares of stock transfers ADSs after conversion of the underlying shares into ADSs, the exemption under the STTCL described in (i) will not apply. In the case where an owner of the underlying shares of stock transfers the ADSs after conversion of the underlying shares of stock into ADSs, such person is obligated to file corporate income tax returns and pay tax unless a purchaser or a financial investment company with a brokerage license, as applicable, withholds and pays the tax on capital gains derived from transfer of ADSs, as discussed below.

If you are subject to tax on capital gains with respect to the sale of ADSs, or of shares of common stock which you acquired as a result of a withdrawal, the purchaser or, in the case of the sale of shares of common stock on the Korea Exchange or through a financial investment company with a brokerage license in Korea, the financial investment company, is required to withhold Korean tax from the sales price in an amount equal to 11% (including local income surtax) of the gross realization proceeds and to make payment of these amounts to the Korean tax authority, unless you establish your entitlement to an exemption under an applicable tax treaty or domestic tax law. See the discussion under **Tax Treaties** below for an additional explanation of claiming treaty benefits.

***Tax Treaties***

Korea has entered into a number of income tax treaties with other countries, including the United States, which reduce or exempt Korean withholding tax on dividend income and capital gains on transfer of shares of common stock or ADSs. For example, under the Korea-U.S. income tax treaty, reduced rates of Korean withholding tax on dividends of 16.5% or 11%, respectively (including local income surtax), depending on your shareholding ratio, and an exemption from Korean withholding tax on capital gains are available to residents of the United States that are beneficial owners of the relevant dividend income or capital gains. However, under Article 17 (Investment or Holding Companies) of the Korea-U.S. income tax treaty, such reduced rates and exemption do not apply if (1) you are a U.S. corporation,



(2) by reason of any special measures, the tax imposed on you by the United States with respect to such dividends or capital gains is substantially less than the tax generally imposed by the United States on corporate profits, and (3) 25% or more of your capital is held of record or is otherwise determined, after consultation between competent authorities of the United States and Korea, to be owned directly or indirectly by one or more persons who are not individual residents of the United States. Also, under Article 16 (Capital Gains) of the Korea-U.S. income tax treaty, the exemption on capital gains does not apply if you are an individual, and (a) you maintain a fixed base in Korea for a period or periods aggregating 183 days or more during the taxable year and your ADSs or shares of common stock giving rise to capital gains are effectively connected with such fixed base or (b) you are present in Korea for a period or periods of 183 days or more during the taxable year. You should inquire for yourself whether you are entitled to the benefit of an income tax treaty with Korea. It is the responsibility of the party claiming the benefits of an income tax treaty in respect of dividend payments or capital gains to submit to us, the purchaser or the financial investment company, as applicable, a certificate as to his tax residence. In the absence of sufficient proof, we, the purchaser or the financial investment company, as applicable, must withhold tax at the normal rates.

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Furthermore, in order for you to claim the benefit of a tax rate reduction or tax exemption on certain Korean source income (e.g., dividends and capital gains) under an applicable tax treaty, subject to certain exceptions, Korean tax law requires you (or your agent) as the beneficial owner of such Korean source income to submit the relevant application (Application for Entitlement to Reduced Tax Rate or Application for Tax Exemption, as the case may be) along with a certificate of your tax residency issued by a competent authority of your country of tax residence ( BO Application ). Such application should be submitted to the withholding agent prior to the payment date of such Korean source income. Subject to certain exceptions, where the Korean source income is paid to an overseas investment vehicle that is not the beneficial owner of such income ( OIV ), a beneficial owner claiming the benefit of an applicable tax treaty with respect to the Korean source income must submit its BO application to such OIV, which must submit an OIV report and a schedule of beneficial owners to the withholding agent prior to the payment date of such Korean source income. In the case of an application for tax exemption, the withholding agent is required to submit the application (together with the applicable OIV report in the case of income paid to an OIV) to the relevant district tax office by the ninth day of the month following the date of the payment of such income.

***Inheritance Tax and Gift Tax***

If you die while holding an ADS or donate an ADS, it is unclear whether, for Korean inheritance and gift tax purposes, you will be treated as the owner of the shares of common stock underlying the ADSs. If the tax authority interprets depositary receipts as the underlying share certificates, you may be treated as the owner of the shares of common stock and your heir or the donee (or in certain circumstances, you as the donor) will be subject to Korean inheritance or gift tax presently at the rate of 10% to 50% based on the value of the ADSs or shares of common stock and the identity of the individual against whom the tax is assessed.

If you die while holding a share of common stock or donate a share of common stock, your heir or donee (or in certain circumstances, you as the donor) will be subject to Korean inheritance or gift tax at the same rate as indicated above.

At present, Korea has not entered into any tax treaty relating to inheritance or gift taxes.

***Securities Transaction Tax***

If you transfer shares of common stock on the Korea Exchange, you will be subject to securities transaction tax at the rate of 0.15% and an agriculture and fishery special surtax at the rate of 0.15% of the sale price of the shares of common stock. If your transfer of the shares of common stock is not made on the Korea Exchange, subject to certain exceptions, you will be subject to a securities transaction tax at the rate of 0.5% and will not be subject to an agriculture and fishery special surtax.

Depositary receipts, which the ADSs constitute, are included in the scope of securities the transfers of which are subject to securities transaction tax effective starting with transfers occurring on or after January 1, 2011. However, transfer of depositary receipts listed on a foreign securities exchange similar to that of Korea (e.g., the New York Stock Exchange or the Nasdaq Stock Market) will not be subject to the securities transaction tax.

In principle, the securities transaction tax, if applicable, must be paid by the transferor of the shares or certain rights including rights to subscribe to each shares. When the transfer is effected through a securities settlement company, such settlement company is generally required to withhold and pay the tax to the tax authorities. When such transfer is made through a financial investment company only, such financial investment company is required to withhold and pay the tax. Where the transfer is effected by a non-resident without a permanent establishment in Korea, other than through a securities settlement company or a financial investment company, the transferee is required to withhold the securities transaction tax.

Non-reporting or under-reporting of securities transaction tax will generally result in penalties equal to 20% to 40% of the non-reported tax amount or 10% to 40% of the under-reported tax amount, respectively. Also, a failure to timely pay securities transaction tax will result in a penalty equal to 10.95% per annum of the due but unpaid tax amount. The penalties are imposed on the party responsible for paying the securities transaction tax or, if such tax is required to be withheld, on the party that has the obligation to withhold.

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**United States Taxation**

This summary describes certain material U.S. federal income tax consequences for a U.S. holder (as defined below) of acquiring, owning, and disposing of ADSs. This summary applies to you only if you hold the ADSs as capital assets for tax purposes. This summary does not apply to you if you are a member of a class of holders subject to special rules, such as:

a dealer in securities or currencies;

a trader in securities that elects to use a mark-to-market method of accounting for securities holdings;

a bank;

a life insurance company;

a tax-exempt organization;

a person that holds ADSs that are a hedge or that are hedged against interest rate or currency risks;

a person that holds ADSs as part of a straddle or conversion transaction for tax purposes;

a person whose functional currency for tax purposes is not the U.S. dollar; or

a person that owns or is deemed to own 10% or more of any class of our stock.

This summary is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

Please consult your own tax advisers concerning the consequences of purchasing, owning, and disposing of ADSs in your particular circumstances, including the possible application of state, local, non-U.S. or other tax laws.

For purposes of this summary, you are a U.S. holder if you are a beneficial owner of an ADS and you are:

a citizen or resident of the United States;

a U.S. domestic corporation; or

otherwise subject to U.S. federal income tax on a net income basis with respect to income from the ADS.

In general, if you are the beneficial owner of ADSs, you will be treated as the beneficial owner of the common stock represented by those ADSs for U.S. federal income tax purposes, and no gain or loss will be recognized if you exchange an ADS for the common stock represented by that ADS.

### ***Dividends***

The gross amount of cash dividends that you receive (prior to deduction of Korean taxes) generally will be subject to U.S. federal income taxation as foreign source dividend income. Dividends paid in Korean Won will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date of the depository's receipt of the dividend, regardless of whether the payment is in fact converted into U.S. dollars. If such a dividend is converted into U.S. dollars on the date of receipt, you generally should not be required to recognize foreign currency gain or loss in respect of the dividend income. Subject to certain exceptions for short-term (60 days or less) and hedged positions, the U.S. dollar amount of qualified dividends received by an individual U.S. holder in respect of ADSs generally will be subject to taxation at a lower rate than other ordinary income. Dividends paid on the ADSs will be treated as qualified dividends if (i) the ADSs are readily tradable on an established securities market in the United States and (ii) we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company, or PFIC. The ADSs are listed on the New York Stock Exchange and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Based on our audited financial statements and relevant market and shareholder data, we believe that we were not treated as a PFIC for U.S. federal income tax purposes with respect to our 2013 taxable year. In addition, based on our audited financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market and shareholder data, we do not anticipate becoming a PFIC for our 2014 taxable year.

Distributions of additional shares in respect of ADSs that are made as part of a pro-rata distribution to all of our shareholders generally will not be subject to U.S. federal income tax.

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### ***Sale or Other Disposition***

For U.S. federal income tax purposes, gain or loss you realize on the sale or other disposition of ADSs will be treated as U.S. source capital gain or loss, and will be long-term capital gain or loss if the ADSs were held for more than one year. Your ability to offset capital losses against ordinary income is limited. Long-term capital gain recognized by an individual U.S. holder generally is subject to taxation at a reduced rate.

### ***Foreign Tax Credit Considerations***

You should consult your own tax advisers to determine whether you are subject to any special rules that limit your ability to make effective use of foreign tax credits, including the possible adverse impact of failing to take advantage of benefits under the income tax treaty between the United States and Korea. If no such rules apply, you may claim a credit against your U.S. federal income tax liability for Korean taxes withheld from cash dividends on the ADSs, so long as you have owned the ADSs (and not entered into specified kinds of hedging transactions) for at least a 16-day period that includes the ex-dividend date. Instead of claiming credit, you may, at your election, deduct such Korean taxes in computing your taxable income, subject to generally applicable limitations under U.S. tax law. Foreign tax credits will not be allowed for withholding taxes imposed in respect of certain hedged positions in securities and may not be allowed in respect of arrangements in which a U.S. holder's expected economic profit is insubstantial.

Any Korean securities transaction tax or agriculture and fishery special surtax that you pay will not be creditable for foreign tax credit purposes.

The calculation of foreign tax credits and, in the case of a U.S. holder that elects to deduct foreign taxes, the availability of deductions involve the application of complex rules that depend on a U.S. holder's particular circumstances. You should consult your own tax advisers regarding the creditability or deductibility of such taxes.

### ***U.S. Information Reporting and Backup Withholding Rules***

Payments of dividends and sales proceeds that are made within the United States or through certain U.S. related financial intermediaries are subject to information reporting and may be subject to backup withholding unless the holder (i) is a corporation or other exempt recipient or (ii) provides a taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred.

### ***Item 10.F. Dividends and Paying Agents***

Not applicable.

### ***Item 10.G. Statements by Experts***

Not applicable.

### ***Item 10.H. Documents on Display***

We are subject to the information requirements of the Exchange Act and, in accordance therewith, are required to file reports, including annual reports on Form 20-F, and other information with the SEC. These materials, including this

annual report and the exhibits thereto, may be inspected and copied at the SEC's public reference rooms in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. As a foreign private issuer, we are also required to make filings with the SEC by electronic means. Any filings we make electronically will be available to the public over the Internet at the SEC's web site at <http://www.sec.gov>.

**Item 10.I. *Subsidiary Information***

Not applicable.

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**Table of Contents****Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Overview**

Market risk is the risk of loss related to adverse changes in market prices, including interest rates and foreign exchange rates, of financial instruments. We are exposed to various financial market risks in our ordinary course of business transactions, primarily from changes in interest rates and foreign exchange rates, and we utilize financial derivatives to mitigate these risks. We also used various derivative instruments, principally forward contracts with maturities of one year or less, to manage our exposure associated with net asset and liability positions and cash flows denominated in foreign currencies. We have used, and intend to continue to use, these financial derivatives only for hedging purposes and not for speculative purposes.

Our primary market risk exposures relate to interest rate movements on floating rate borrowings and exchange rate movements on foreign currency denominated accounts receivable, as well as foreign currency denominated future cash flows from sales, mostly denominated in U.S. dollars and foreign currency denominated accounts payable for purchases of raw materials and supplies, primarily denominated in U.S. dollars and Japanese Yen. The fair value of our financial instruments has been determined as the price, as of the applicable measurement date, that we would receive when selling an asset or that we would pay when transferring a liability, in an orderly transaction between market participants. Fair value is based on quoted market prices where available.

For a further discussion of our market risk and fair value of our financial assets and liabilities, see Note 13 to the notes to our financial statements.

***Interest Rate Risks***

Our exposure to interest rate risks relates primarily to our long-term debt obligations, which are typically incurred to fund capital expenditures and repay maturing debt, as well as for working capital and other general corporate purposes. As of December 31, 2013, we had outstanding long-term debt, including current portion, in the amount of 3,882 billion (US\$3,679 million).

From time to time, we may enter into interest rate swap contracts to hedge against the effects of interest rate fluctuations of certain of our floating rate long-term debt. As of December 31, 2013, we had no interest rate swap contracts outstanding.

We may be exposed to interest rate risks on additional debt financing that we may periodically undertake to fund capital expenditures required for our capacity expansion. Upward fluctuations in interest rates increase the cost of new debt. The interest rate that we will be able to obtain in a new debt financing will depend on market conditions at that time and may differ from the rates we have secured on our current debt.

As of December 31, 2013, we had US\$700 million aggregate principal amount of U.S. dollar denominated long-term loans and bonds. The interest rates on these loans and bonds are set based on three-month U.S. dollar LIBOR plus 0.90% to 1.90% and six-month U.S. dollar LIBOR plus 1.78%, as applicable. The table below provides information about our financial instruments that are sensitive to changes in interest rates. The risk associated with fluctuating interest expense is principally limited to our U.S. dollar denominated term loans, and we do not believe that a near-term 10% change of the effective interest rate would have a significant impact on our cash flows. We currently do not have any capital lease obligations.



	Expected Maturity Dates						Total	Fair Value at December 31, 2013
	2014	2015	2016	2017	2018	Thereafter		
	(in billions of Won, except for interest rate percentages)							
Long-term debt obligations								
Fixed rate ( )	640.1	758.7	1,201.7	239.1	294.5	1.4	3,135.5	3,215.3
Average interest rate	4.8%	4.4%	4.3%	4.3%	3.3%	2.8%		
Variable Rate ( )	4.0	2.2	0.8	0.5	0.0		7.5	7.5
Average interest rate	1.8%	1.8%	1.8%	1.8%	1.8%			
Variable rate (US\$)	242.7	126.6	369.4				738.7	738.7
Average interest rate	2.1%	2.1%	1.5%					

For a further discussion of our interest rate risk exposures, including a further sensitivity analysis on our interest rate risk exposures, see Note 13(d) of the notes to our financial statements.

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**Table of Contents*****Foreign Currency Risk***

The primary foreign currency to which we are exposed is the U.S. dollar. We are also exposed, to a lesser extent, to other foreign currencies, including the Chinese Renminbi, the Japanese Yen and the Euro. As of December 31, 2013, we had U.S. dollar denominated sales-related trade accounts and notes receivable of US\$2,463 million, which represented 83.1% of our trade accounts and notes receivable, and U.S. dollar denominated sales-related trade accounts payable of US\$1,858 million, which represented 65.4% of our trade accounts payable.

As of December 31, 2013, we also had RMB denominated sales-related trade accounts and notes receivable of RMB1,391 million, Euro denominated sales-related trade accounts and notes receivable of 19 million and Japanese Yen denominated sales-related trade accounts and notes receivable of ¥6,410 million, which represented 7.7%, 0.9% and 2.1% of our trade accounts and notes receivable, net, respectively. In addition, we had RMB denominated sales-related trade accounts payable of RMB1,858 million, Euro denominated sales-related trade accounts payable of 15 million and Japanese Yen denominated sales-related trade accounts payable of ¥30,834 million, which represented 10.8%, 0.7% and 10.3% of our trade accounts and notes receivable, net, respectively.

In addition to relying on natural hedges created by foreign currency payables and receivables, we enter into short-term foreign currency forward contracts with major financial institutions to minimize the impact of foreign currency fluctuations on our results of operations. Gains and losses on foreign currency forward contracts are recorded in the period of the exchange rate changes as foreign exchange gain or loss or other comprehensive income. As of December 31, 2013, we did not have any outstanding foreign currency forward contracts.

Based on our overall foreign currency exposure as of December 31, 2013, a short-term 10% appreciation or depreciation of the U.S. dollar against the Korean Won may have a material effect on our short-term financial condition, results of operations or cash flows.

For a further discussion of our foreign currency risk exposures, including a sensitivity analysis on our currency risk exposures, see Note 13(c) of the notes to our financial statements.

**Other Risks**

We are exposed to credit risk in the event of non-performance by the counterparties under our foreign currency forward contracts at maturity. In order to minimize this risk, we limit the transaction amount with any one party and continually monitor the credit quality of the counterparties to these financial instruments. We do not anticipate any material losses from these contracts, and we believe the risk of non-performance by the counterparties under these contracts is remote.

A substantial portion of our sales is attributable to a limited number of our end-brand customers. Our top ten end-brand customers, including our largest shareholder as an end-brand customer, together accounted for approximately 71% of our sales in 2011, 71% in 2012 and 76% in 2013. While we negotiate directly with our end-brand customers concerning the price and quantity of the sales, for some sales transactions we invoice the end-brand customers designated system integrators. In addition, a portion of our sales to end-brand customers and their system integrators located in certain regions are sold through LG International's overseas subsidiaries. Although our sales to LG International and its subsidiaries only accounted for 5.4% of our sales in 2013, in the past we have sold a significantly greater amount to these entities. As a result of our significant dependence on a concentrated group of end-brand customers and their designated system integrators, as well a significant amount of sales we may make to our affiliated trading company, LG International, and its subsidiaries, we are exposed to credit risks associated with these entities. We have established certain measures, such as factoring arrangements and requirement of credit

insurance from customers, to protect us from excessive exposure to such credit risks.

Our credit policy typically requires payment within 30 to 90 days, and payments on the vast majority of our sales have typically been collected within 60 days. We manage our accounts receivable and credit exposure to customers by establishing credit limits for each customer to whom we supply products on an open account basis in accordance with our internal credit guidelines. We assess credit risk through quantitative and qualitative analysis, and based on this analysis, we establish credit limits and determine whether we will seek to use one or more credit support devices, such as obtaining some form of third-party guaranty or stand-by letter of credit, obtaining credit insurance or through factoring of all or part of accounts receivables. Our credit policy does not require credit limits on accounts receivable created on letters of credit. To date we have not experienced any material problems relating to customer payments. For a further discussion of our credit risk exposures, see Note 13(a) to the notes to our financial statements.

According to the Korean Statistical Information Service, the rate of inflation in Korea was 4.0% in 2011, 2.2% in 2012 and 1.3% in 2013. Inflation has not had a material impact on our results of operations in recent years.

**Table of Contents****Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES****Fees and Charges**

Under the terms of the deposit agreement, as a holder of our ADSs, you are required to pay the following service fees to the depository:

<b>Services</b>	<b>Fees</b>
Issuance of ADSs	Up to \$0.05 per ADS issued
Cancellation of ADSs	Up to \$0.05 per ADS canceled
Distribution of cash dividends or ADSs pursuant to stock dividends	Up to \$0.02 per ADS held
Distribution of cash proceeds or free shares in the form of ADSs	Up to \$0.02 per ADS held
Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to \$0.05 per security distributed
Distribution of ADSs pursuant to exercise of rights to purchase additional ADSs	Up to \$0.02 per ADS held

As a holder of our ADSs, you are also responsible for paying certain fees and expenses incurred by the depository and certain taxes and governmental charges such as the following:

Fees for the transfer and registration of shares charged by the registrar and transfer agent for the shares in Korea (i.e., upon deposit and withdrawal of shares).

Expenses incurred for converting foreign currency into U.S. dollars.

Expenses for cable, telex and fax transmissions and for delivery of securities.

Taxes and duties upon the transfer of securities (i.e., when shares are deposited or withdrawn from deposit).

Fees and expenses incurred in connection with the delivery or servicing of shares on deposit. Depository fees payable upon the issuance and cancellation of ADSs are typically paid to the depository by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depository and by the brokers (on behalf of their clients) delivering the ADSs to the depository for cancellation. The brokers in turn charge these fees to their clients. Depository fees payable in connection with distributions of cash or securities to ADS holders and the depository services fee are charged by the depository to the holders of record of ADSs as of the applicable ADS record date.

The depositary fees payable for cash distributions are deducted from the cash being distributed. In the case of distributions other than cash (i.e., stock dividend, rights), the depositary charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or uncertificated in direct registration), the depositary sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via the Depository Trust Company, or DTC), the depositary collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary.

In the event of refusal to pay the depositary fees, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to such holder of ADSs.

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Note that the fees and charges you may be required to pay may vary over time and may be changed by us and by the depositary. You will receive prior notice of such changes.

**Fees and Payments from the Depositary to Us**

In 2013, we received the following payments, after deduction of applicable U.S. taxes, from the depositary:

Reimbursement of listing fees:	US\$ 42,000
Reimbursement of proxy process expenses (printing, postage and distribution):	US\$ 42,267

**PART II****Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

**Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not applicable.

**Item 15. CONTROLS AND PROCEDURES****Disclosure Controls and Procedures**

Our management has evaluated, with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of December 31, 2013. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of such date. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and that it is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) under the Exchange Act. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements

would be prevented or detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2013. The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by KPMG Samjong Accounting Corp., an independent registered public accounting firm, as stated in its attestation report which is included in Item 18 of this Form 20-F.

#### **Changes in Internal Control Over Financial Reporting**

There has been no change in our internal control over financial reporting during 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****Item 16. [RESERVED]****Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Tae Sik Ahn qualifies as an audit committee financial expert and is independent within the meaning of this Item 16A.

**Item 16B. CODE OF ETHICS**

We have adopted a code of ethics, as defined in Item 16B of Form 20-F under the Exchange Act. Our Code of Ethics applies to our chief executive officer, chief financial officer and persons performing similar functions as well as to our non-executive directors and other officers and employees. Our Code of Ethics is available on our website at [www.lgdisplay.com](http://www.lgdisplay.com). If we amend the provisions of our Code of Ethics that apply to our chief executive officer and chief financial officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

**Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the fees billed to us by our independent auditors, KPMG Samjong Accounting Corp., a member firm of KPMG International, and their respective affiliates, which we collectively refer to as KPMG, during the fiscal years ended December 31, 2012 and 2013:

	<b>Year ended December 31,</b>	
	<b>2012</b>	<b>2013</b>
	<b>(in millions of Won)</b>	
Audit fees	3,115	3,225
Audit-related fees		
Tax fees	134	105
All other fees		130
<b>Total fees</b>	<b>3,249</b>	<b>3,460</b>

Audit fees in the above table are the fees billed by KPMG in connection with the audit of our annual financial statements and the review of our interim financial statements.

Audit-related fees in the above table are the aggregate fees billed by KPMG for agreed upon procedures related to various transactions involving us and our subsidiaries.

Tax fees in the above table are fees billed by KPMG for tax compliance services and other tax advice.

All other fees in the above table are the aggregate fees billed by KPMG for advisory services in establishing a compliance system in connection with our disclosure obligations under the SEC's conflict mineral rule.

**Audit Committee Pre-Approval Policies and Procedures**



Our audit committee has not established pre-approval policies and procedures for the engagement of our independent auditors for services. Our audit committee expressly approves on a case-by-case basis any engagement of our independent auditors for audit and non-audit services provided to our subsidiaries or to us.

The audit committee is permitted to approve certain fees for audit and non-audit services before the completion of the engagement that are recurring, in the ordinary course of business and otherwise comply with the *de minimis* exception to the applicable rules of the SEC. In 2013, no fees were approved pursuant to the *de minimis* exception.

**Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**Item 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Neither we nor any affiliated purchaser, as defined in Rule 10b-18(a)(3) of the Exchange Act, purchased any of our equity securities during the period covered by this annual report.

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**Item 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**Item 16G. CORPORATE GOVERNANCE**

The following is a summary of the significant differences between the New York Stock Exchange's corporate governance standards and those that we follow under Korean law.

**NYSE Corporate Governance Standards  
Nomination/Corporate Governance Committee**

Listed companies must have a nomination/corporate governance committee composed entirely of independent directors.

**Compensation Committee**

Listed companies must have a compensation committee composed entirely of independent directors.

**Executive Session**

Listed companies must hold meetings solely attended by non-management directors to more effectively check and balance management directors.

**Audit Committee**

Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act.

**Audit Committee Additional Requirements**

Listed companies must have an audit committee that is composed of at least three directors.

**Shareholder Approval of Equity Compensation Plan**

Listed companies must allow its shareholders to exercise their voting rights with respect to any material revision to the company's equity compensation plan.

**LG Display's Corporate Governance Practice**

We maintain an Outside Director Nomination Committee composed of two outside directors and one non-outside director.

Under Korean law, we are not required to establish a compensation committee. Accordingly, we do not currently have a compensation committee, and our board of directors is directly responsible for matters relating to salaries and incentive compensation for our directors and executive officers.

We do not normally hold executive sessions solely attended by non-management directors as that is not required under Korean law but we may elect to do so at the discretion of the directors.

We maintain an Audit Committee composed of three outside directors who meet the applicable independence criteria set forth under Rule 10A-3 of the Exchange Act.

Our Audit Committee has three directors, as described above.

We currently have two equity compensation plans: one providing for the grant of stock options to officers and key employees and an Employee Stock Ownership Plan, or ESOP.

Stock options to officers and key employees may be granted pursuant to a resolution of the shareholders in an amount not to exceed 15% of the total number of our issued and outstanding shares. However, the board of directors may grant stock options to non-director officers and employees up to 1% of the total number of our issued and outstanding shares, which grant must be approved by a resolution of the subsequent general meeting of shareholders, except for the stock options granted before March 30, 2006.

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All material matters related to the granting of stock options are provided in our articles of incorporation, and any amendments to the articles of incorporation are subject to shareholders' approval. Matters related to the ESOP are not subject to shareholders' approval under Korean law.

**Corporate Governance Guidelines**

Listed companies must adopt and disclose corporate governance guidelines.

We do not maintain formal corporate governance guidelines. Our board of directors is responsible for overseeing our policies, practices and procedures in the area of corporate governance.

**Code of Business Conduct and Ethics**

Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers.

We have adopted the Code of Ethics for all directors, officers and employees. A copy of our Code of Ethics is available on our website at [www.lgdisplay.com](http://www.lgdisplay.com).

**Item 16H. MINE SAFETY DISCLOSURE**

Not applicable.

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**PART III**

**Item 17. FINANCIAL STATEMENTS**

Not applicable.

**Item 18. FINANCIAL STATEMENTS**

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<b>Number</b>	<b>Description</b>
1.1*	Amended and Restated Articles of Incorporation (translation in English) (incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report (No. 001-32238) on Form 20-F, filed on April 26, 2013)
2.1*	Form of Common Stock Certificate (translation in English) (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement (No. 333-116819) on Form F-1, filed on July 13, 2004)
2.2*	Deposit Agreement (including Form of American Depositary Receipt) (incorporated by reference to Exhibit (a) to the Registrant's Registration Statement (No. 333-147661) on Form F-6, filed on November 28, 2007)
2.3*	Letter from Citibank, N.A., as depositary, dated as of November 29, 2007, to the Registrant relating to the direct registration system for the American depositary receipts (incorporated by reference to Exhibit 2.3 to the Registrant's Annual Report (No. 001-32238) on Form 20-F, filed on April 16, 2008)
8.1**	List of subsidiaries of LG Display Co., Ltd.
12.1	Section 302 certification of the Chief Executive Officer
12.2	Section 302 certification of the Chief Financial Officer
13.1	Section 906 certification of the Chief Executive Officer
13.2	Section 906 certification of the Chief Financial Officer

\* Filed previously.

\*\* Incorporated by reference to Note 1 of the notes to the consolidated financial statements of LG Display Co., Ltd. included in this annual report.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**LG DISPLAY CO., LTD.**

(Registrant)

/s/ SANG BEOM HAN

(Signature)

Name: Sang Beom Han

Title: Representative Director, President and  
Chief Executive Officer

/s/ SANGDON KIM

(Signature)

Name: Sangdon Kim

Title: Director, Senior Vice President and  
Chief Financial Officer

Date: April 30, 2014

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders

LG Display Co., Ltd.:

We have audited the accompanying consolidated statements of financial position of LG Display Co., Ltd. and subsidiaries as of December 31, 2012 and 2013 and the related consolidated statements of comprehensive income (loss), changes in equity and cash flows for each of the years in the three-year period ended December 31, 2013. We also have audited LG Display Co., Ltd.'s internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992). LG Display Co., Ltd.'s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on LG Display Co., Ltd.'s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of LG Display Co., Ltd. and subsidiaries as of December 31, 2012 and 2013 and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also, in our opinion, LG Display Co., Ltd. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992).

/s/ KPMG Samjong Accounting Corp.

Seoul, Korea

April 24, 2014

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## LG DISPLAY CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Financial Position**

As of December 31, 2012 and 2013

<i>(In millions of won)</i>	<b>Note</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Assets</b>			
Cash and cash equivalents	6, 13	2,338,661	1,021,870
Deposits in banks	6, 13	315,092	1,301,539
Trade accounts and notes receivable, net	7, 13, 20, 23	3,334,341	3,128,626
Other accounts receivable, net	7, 13	199,007	89,545
Other current financial assets	9, 13	3,828	919
Inventories	8	2,390,007	1,933,241
Prepaid income taxes		8,483	4,066
Other current assets	7	325,266	251,982
<b>Total current assets</b>		<b>8,914,685</b>	<b>7,731,788</b>
Investments in equity method investees	10	402,158	406,536
Other non-current financial assets	9, 13	86,432	46,259
Property, plant and equipment, net	11, 24	13,107,511	11,808,334
Intangible assets, net	12, 24	497,602	468,185
Deferred tax assets	30	1,294,813	1,037,000
Other non-current assets	7	152,310	217,182
<b>Total non-current assets</b>		<b>15,540,826</b>	<b>13,983,496</b>
<b>Total assets</b>		<b>24,455,511</b>	<b>21,715,284</b>
<b>Liabilities</b>			
Trade accounts and notes payable	13, 23	4,147,036	2,999,522
Current financial liabilities	13, 14	1,015,272	907,942
Other accounts payable	13	2,811,161	1,454,339
Accrued expenses		412,055	491,236
Income tax payable		56,521	46,777
Provisions	15	250,984	200,731
Advances received	20	485,468	656,775
Other current liabilities	19	27,661	31,597
<b>Total current liabilities</b>		<b>9,206,158</b>	<b>6,788,919</b>
Non-current financial liabilities	13, 14	3,440,585	2,994,837
Non-current provisions	15	6,515	5,005
Employee benefits	18	180,640	319,087
Long-term advances received	20	1,049,678	427,397
Deferred tax liabilities	30		119
Other non-current liabilities	19	331,755	382,500

<b>Total non-current liabilities</b>		5,009,173	4,128,945
<b>Total liabilities</b>		14,215,331	10,917,864
<b>Equity</b>			
Share capital	22	1,789,079	1,789,079
Share premium		2,251,113	2,251,113
Reserves	22	(69,370)	(91,674)
Retained earnings		6,238,989	6,662,655
<b>Total equity attributable to equity holders of the Controlling Company</b>		10,209,811	10,611,173
<b>Non-controlling interests</b>		30,369	186,247
<b>Total equity</b>		10,240,180	10,797,420
<b>Total liabilities and equity</b>		24,455,511	21,715,284

*See accompanying notes to the consolidated financial statements.*

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## LG DISPLAY CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Comprehensive Income (Loss)**

For the years ended December 31, 2011, 2012 and 2013

<i>(In millions of won, except earnings per share)</i>	<b>Note</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Revenue	23, 24, 25	24,291,289	29,429,668	27,033,035
Cost of sales	8, 23	(23,081,322)	(26,424,756)	(23,524,851)
<b>Gross profit</b>		1,209,967	3,004,912	3,508,184
Selling expenses	17	(728,419)	(813,742)	(732,199)
Administrative expenses	17	(429,511)	(493,694)	(517,622)
Research and development expenses		(816,054)	(785,111)	(1,095,727)
Other income	26	1,223,545	1,260,945	1,109,432
Other expenses	26	(1,400,491)	(1,614,040)	(1,268,588)
Finance income	28	207,266	293,172	185,011
Finance costs	28	(363,309)	(436,696)	(381,851)
Equity income on investments, net		16,047	42,779	23,665
<b>Profit (loss) before income tax</b>		(1,080,959)	458,525	830,305
Income tax benefit (expense)	29	293,064	(222,180)	(411,332)
<b>Profit (loss) for the year</b>		(787,895)	236,345	418,973
<b>Other comprehensive income (loss)</b>				
<b>Items that will never be reclassified to profit or loss</b>				
Remeasurements of defined benefit liability	18, 29	(23,732)	(75,899)	998
Related income tax	18, 29	6,059	18,325	(334)
		(17,673)	(57,574)	664
<b>Items that are or may be reclassified to profit or loss</b>				
Net change in fair value of available-for-sale financial assets	28, 29	2,700	4,764	826
Foreign currency translation differences for foreign operations	28, 29	47,443	(86,320)	(22,100)
Share of loss from sale of treasury stocks by associates	29	(214)	(48)	(802)
Related income tax	29	(1,101)	(1,043)	(225)
		48,828	(82,647)	(22,301)
<b>Other comprehensive income (loss) for the year, net of income tax</b>		31,155	(140,221)	(21,637)
<b>Total comprehensive income (loss) for the year</b>		(756,740)	96,124	397,336

**Profit (loss) attributable to:**

Owners of the Controlling Company	(771,223)	233,204	426,118
Non-controlling interests	(16,672)	3,141	(7,145)

<b>Profit (loss) for the year</b>	<b>(787,895)</b>	<b>236,345</b>	<b>418,973</b>
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**Total comprehensive income (loss) attributable to:**

Owners of the Controlling Company	(741,417)	94,079	404,478
Non-controlling interests	(15,323)	2,045	(7,142)

<b>Total comprehensive income (loss) for the year</b>	<b>(756,740)</b>	<b>96,124</b>	<b>397,336</b>
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**Earnings (loss) per share**

Basic earnings (loss) per share	31	(2,155)	652	1,191
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Diluted earnings (loss) per share	31	(2,155)	652	1,191
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*See accompanying notes to the consolidated financial statements.*

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LG DISPLAY CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Changes in Equity**

For the years ended December 31, 2011, 2012 and 2013

	Attributable to owners of the Controlling Company							Total
	Share	Share of gain (loss) from sale of treasury stocks	Translation reserve	Fair value reserve	Retained earnings	Non-controlling interests	equity	
<i>(In millions of won)</i>	capital	premium	associates	reserve	reserve	earnings	interests	equity
<b>Balances at January 1, 2011</b>	1,789,079	2,251,113	810	(30,548)	(5,560)	7,031,163	24,910	11,060,967
<b>Total comprehensive income (loss) for the year</b>								
Loss for the year						(771,223)	(16,672)	(787,895)
Other comprehensive income (loss)			(214)	45,989	1,704	(17,673)	1,349	31,155
			(214)	45,989	1,704	(788,896)	(15,323)	(756,740)
<b>Transaction with owners, recognized directly in equity</b>								
Dividends to equity holders						(178,908)		(178,908)
Changes in ownership interests in subsidiaries							5,709	5,709
<b>Balances at December 31, 2011</b>	1,789,079	2,251,113	596	15,441	(3,856)	6,063,359	15,296	10,131,028
<b>Balances at January 1, 2012</b>	1,789,079	2,251,113	596	15,441	(3,856)	6,063,359	15,296	10,131,028
<b>Total comprehensive income (loss) for the year</b>								
Profit for the year						233,204	3,141	236,345
			(48)	(85,293)	3,790	(57,574)	(1,096)	(140,221)

<b>Other comprehensive income (loss)</b>								
	(48)	(85,293)	3,790	175,630	2,045	96,124		
<b>Transaction with owners, recognized directly in equity</b>								
Incorporation of subsidiaries								
					13,028	13,028		
<b>Balances at December 31, 2012</b>								
	1,789,079	2,251,113	548	(69,852)	(66)	6,238,989	30,369	10,240,180
<b>Balances at January 1, 2013</b>								
	1,789,079	2,251,113	548	(69,852)	(66)	6,238,989	30,369	10,240,180
<b>Total comprehensive income (loss) for the year</b>								
Profit (loss) for the year								
					426,118	(7,145)	418,973	
Other comprehensive income (loss)								
			(802)	(22,140)	638	664	3	(21,637)
			(802)	(22,140)	638	426,782	(7,142)	397,336
<b>Transaction with owners, recognized directly in equity</b>								
Capital contribution from non-controlling interests and others								
					(3,116)	163,020	159,904	
<b>Balances at December 31, 2013</b>								
	1,789,079	2,251,113	(254)	(91,992)	572	6,662,655	186,247	10,797,420

*See accompanying notes to the consolidated financial statements.*



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## LG DISPLAY CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Cash Flows**

For the years ended December 31, 2011, 2012 and 2013

<i>(In millions of won)</i>	Note	2011	2012	2013
<b>Cash flows from operating activities:</b>				
Profit (loss) for the year		(787,895)	236,345	418,973
<b>Adjustments for:</b>				
Income tax expense (benefit)	29	(293,064)	222,180	411,332
Depreciation	11, 16	3,413,450	4,196,487	3,598,472
Amortization of intangible assets	12, 16	237,996	272,925	236,046
Gain on foreign currency translation		(85,804)	(234,912)	(76,111)
Loss on foreign currency translation		132,295	73,391	55,870
Expenses related to defined benefit plans	18, 27	113,970	138,879	159,453
Gain on disposal of property, plant and equipment		(740)	(5,925)	(9,620)
Loss on disposal of property, plant and equipment		862	3,728	1,639
Impairment loss on property, plant and equipment		3,589		853
Impairment loss on inventories		133,341	135,720	211,363
Bad debt expense (reversal)		130	356	(689)
Loss on disposal of intangible assets		1,588	704	452
Impairment loss on intangible assets		5,574	40,012	1,661
Reversal of impairment loss on intangible assets				(296)
Finance income		(59,542)	(133,711)	(52,862)
Finance costs		238,737	209,104	163,183
Equity in income of equity method investees, net	10	(16,047)	(42,779)	(23,665)
Other income		(19,591)	(8,235)	(412)
Other expenses		210,008	560,458	351,953
		3,228,857	5,664,727	5,447,595
Change in trade accounts and notes receivable		296,561	(1,457,299)	(251,063)
Change in other accounts receivable		(90,398)	15,515	133,734
Change in other current assets		11,010	(46,216)	89,456
Change in inventories		(235,494)	(208,357)	245,403
Change in other non-current assets		(39,796)	(47,872)	(120,054)
Change in trade accounts and notes payable		792,128	440,883	(1,110,098)
Change in other accounts payable		97,686	(292,443)	(289,441)
Change in accrued expenses		(158,640)	158,698	68,162
Change in other current liabilities		(5,384)	359,132	(7,846)
Change in long-term advances received		281,975	789,670	
Change in other non-current liabilities		13,770	2,453	9,808
Change in provisions		(208,390)	(390,974)	(315,266)
Change in defined benefit liabilities		(69,727)	(180,599)	(19,627)
Cash generated from operating activities		3,914,158	4,807,318	3,880,763

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Income taxes paid	(162,266)	(77,643)	(159,286)
Interests received	65,600	33,302	36,686
Interests paid	(151,634)	(193,282)	(173,390)
<b>Net cash provided by operating activities</b>	<b>3,665,858</b>	<b>4,569,695</b>	<b>3,584,773</b>

*See accompanying notes to the consolidated financial statements.*

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## LG DISPLAY CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Cash Flows, Continued**

For the years ended December 31, 2011, 2012 and 2013

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>Cash flows from investing activities:</b>			
Dividends received	6,130	686	14,582
Proceeds from withdrawal of deposits in banks	2,401,500	913,500	1,657,082
Increase in deposits in banks	(1,713,500)	(413,512)	(2,644,204)
Acquisition of investments in equity method investees	(53,226)	(6,599)	(18,744)
Proceeds from disposal of investments in equity method investees	2,045	3,938	5,023
Acquisition of property, plant and equipment	(4,063,070)	(3,972,479)	(3,473,059)
Proceeds from disposal of property, plant and equipment	643	58,846	39,838
Acquisition of intangible assets	(215,286)	(285,888)	(184,754)
Proceeds from disposal of intangible assets			1,902
Government grants received	1,605	3,962	59,629
Proceeds from settlement of derivatives	23,784	742	
Increase in short-term loans		(10)	
Proceeds from collection of short-term loans	92		2
Acquisition of other non-current financial assets	(59,444)	(55,276)	(5,410)
Proceeds from disposal of other non-current financial assets	174,266	63,905	43,792
<b>Net cash used in investing activities</b>	<b>(3,494,461)</b>	<b>(3,688,185)</b>	<b>(4,504,321)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from short-term borrowings	1,292,804	3,455,548	1,430,041
Repayments of short-term borrowings	(2,483,997)	(3,441,632)	(1,444,717)
Proceeds from issuance of debentures	1,145,209	298,783	587,603
Proceeds from long-term debt	941,921	494,000	372,785
Repayments of long-term debt			(301,229)
Repayments of current portion of long-term debt and debentures	(1,000,987)	(867,851)	(1,195,340)
Capital contribution from non-controlling interests	5,709	13,028	159,873
Payments of cash dividends	(178,908)		
<b>Net cash used in financing activities</b>	<b>(278,249)</b>	<b>(48,124)</b>	<b>(390,984)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(106,852)</b>	<b>833,386</b>	<b>(1,310,532)</b>
Cash and cash equivalents at January 1	1,631,009	1,517,977	2,338,661
Effect of exchange rate fluctuations on cash held	(6,180)	(12,702)	(6,259)
<b>Cash and cash equivalents at December 31</b>	<b>1,517,977</b>	<b>2,338,661</b>	<b>1,021,870</b>

See accompanying notes to the consolidated financial statements.



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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

1. Reporting Entity

(a) Description of the Controlling Company

LG Display Co., Ltd. (the Controlling Company) was incorporated in February 1985 under its original name of LG Soft, Ltd. as a wholly owned subsidiary of LG Electronics Inc. In 1998, LG Electronics Inc. and LG Semicon Co., Ltd. transferred their respective Thin Film Transistor Liquid Crystal Display ( TFT-LCD ) related business to the Controlling Company. The main business of the Controlling Company and its subsidiaries is to manufacture and sell TFT-LCD panels. The Controlling Company is a stock company ( Jusikhoesa ) domiciled in the Republic of Korea with its address at 128, Yeouidae-ro, Yeongdeungpo-gu, Seoul, the Republic of Korea. In July 1999, LG Electronics Inc. and Koninklijke Philips Electronics N.V. ( Philips ) entered into a joint venture agreement. Pursuant to the agreement, the Controlling Company changed its name to LG.Philips LCD Co., Ltd. However, in February 2008, the Controlling Company changed its name to LG Display Co., Ltd. considering the decrease of Philips' s share interest in the Controlling Company and the possibility of its business expansion to other display products including Organic Light Emitting Diode ( OLED ) and Flexible Display products. As of December 31, 2013, LG Electronics Inc. owns 37.9% (135,625,000 shares) of the Controlling Company' s common shares.

As of December 31, 2013, the Controlling Company has TFT-LCD manufacturing plants, an OLED manufacturing plant and an Research & Development Center in Paju and TFT-LCD manufacturing plants in Gumi. The Controlling Company has overseas subsidiaries located in North America, Europe and Asia.

The Controlling Company' s common stock is listed on the Korea Exchange under the identifying code 034220. As of December 31, 2013, there are 357,815,700 shares of common stock outstanding. The Controlling Company' s common stock is also listed on the New York Stock Exchange in the form of American Depositary Shares ( ADSs ) under the symbol LPL. One ADS represents one-half of one share of common stock. As of December 31, 2013, there are 19,789,200 ADSs outstanding.

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For the years ended December 31, 2011, 2012 and 2013

1. Reporting Entity, Continued(b) Consolidated Subsidiaries as of December 31, 2013*(In millions)*

<b>Subsidiaries</b>	<b>Location</b>	<b>Percentage of ownership</b>	<b>Fiscal year end</b>	<b>Date of incorporation</b>	<b>Business</b>	<b>Capital stocks</b>
LG Display America, Inc. (*1)	San Jose, U.S.A.	100%	December 31	September 24, 1999	Sell TFT-LCD products	USD 375
LG Display Japan Co., Ltd.	Tokyo, Japan	100%	December 31	October 12, 1999	Sell TFT-LCD Products	JPY 95
LG Display Germany GmbH	Ratingen, Germany	100%	December 31	November 5, 1999	Sell TFT-LCD products	EUR 1
LG Display Taiwan Co., Ltd.	Taipei, Taiwan	100%	December 31	April 12, 1999	Sell TFT-LCD products	NTD 116
LG Display Nanjing Co., Ltd.	Nanjing, China	100%	December 31	July 15, 2002	Manufacture and sell TFT-LCD products	CNY 2,834
LG Display Shanghai Co., Ltd.	Shanghai, China	100%	December 31	January 16, 2003	Sell TFT-LCD products	CNY 4
LG Display Poland Sp. z o.o.(*2)	Wroclaw, Poland	80%	December 31	September 6, 2005	Manufacture and sell TFT-LCD products	PLN 511
LG Display Guangzhou Co., Ltd. (*3)	Guangzhou, China	100%	December 31	June 30, 2006	Manufacture and sell TFT-LCD	CNY 992

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LG Display Shenzhen Co., Ltd.	Shenzhen, China	100%	December 31	August 28, 2007	products Sell TFT-LCD products	CNY 4
LG Display Singapore Pte. Ltd.	Singapore	100%	December 31	January 12, 2009	Sell TFT-LCD products	SGD 1.4
L&T Display Technology (Xiamen) Limited	Xiamen, China	51%	December 31	January 5, 2010	Manufacture LCD module and TV sets	CNY 82
L&T Display Technology (Fujian) Limited	Fujian, China	51%	December 31	January 5, 2010	Manufacture LCD module and monitor sets	CNY 116
LG Display Yantai Co., Ltd.	Yantai, China	100%	December 31	April 19, 2010	Manufacture and sell TFT-LCD products	CNY 525
LUCOM Display Technology (Kunshan) Limited	Kunshan, China	51%	December 31	December 15, 2010	Manufacture notebook borderless hinge-up	CNY 99

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For the years ended December 31, 2011, 2012 and 2013

1. **Reporting Entity, Continued**(b) **Consolidated Subsidiaries as of December 31, 2013, Continued***(In millions)*

<b>Subsidiaries</b>	<b>Location</b>	<b>Percentage of ownership</b>	<b>Fiscal year end</b>	<b>Date of incorporation</b>	<b>Business</b>	<b>Capital stocks</b>
LG Display U.S.A. Inc.	McAllen, U.S.A.	100%	December 31	October 26, 2011	Manufacture and sell TFT-LCD products	USD 11
LG Display Reynosa S.A. de C.V.	Reynosa, Mexico	100%	December 31	November 4, 2011	Manufacture TFT-LCD products	MXN 112
Nanumnuri Co., Ltd.	Gumi, South Korea	100%	December 31	March 21, 2012	Janitorial services	KRW 800
LG Display China Co., Ltd. (*4)	Guangzhou, China	70%	December 31	December 10, 2012	Manufacture and sell TFT-LCD products	CNY 3,305

(\*1) In June and December 2013, the Controlling Company invested a total of 128,708 million in cash for the capital increase of LG Display America, Inc. ( LGDUS ). There were no changes in the Controlling Company's ownership percentage in LGDUS as a result of these additional investments.

(\*2) Toshiba Corporation ( Toshiba ) acquired 20% of LG Display Poland Sp. z o.o. ( LGDWR ) in December 2007 through a stock purchase agreement. With the acquisition of the 20% interest, Toshiba and the Controlling Company and LGDWR entered into a derivative contract with LGDWR's equity shares as its underlying assets. According to the contract, the Controlling Company or LGDWR has a call option to buy Toshiba's 20% interest in LGDWR and Toshiba has a put option to sell its 20% interest in LGDWR to the Controlling Company or LGDWR under the same terms: the exercise price of the call is equal to the price of the put option which is the total amount of Toshiba's investment at cost. The call and put options are exercisable after five years from the date of acquisition and on each anniversary thereafter with no stated expiration date in whole or in part. Toshiba's



investment in LGDWR is regarded as financing due to the options and recorded as other accounts payable in the consolidated statement of financial position of LG Display Co., Ltd. and its subsidiaries (the Group).

Accordingly, LGDWR is consolidated as a wholly owned subsidiary in the consolidated financial statements.

- (\*3) Skyworth TV Holdings Limited ( Skyworth ) acquired a 16% equity interest in LG Display Guangzhou Co., Ltd. ( LGDGZ ) in June 2008. With the acquisition of the 16% interest in June 2008 (which was reduced to 10% at December 31, 2009 with the additional investment in LGDGZ by the Controlling Company), Skyworth and the Controlling Company entered into a derivative contract with LGDGZ's equity interest as its underlying assets. According to the contract, the Controlling Company had a call option to buy Skyworth's interest in LGDGZ and Skyworth had a put option to sell its interest in LGDGZ to the Controlling Company under the same terms: the exercise price of the call option was equal to the exercise price of the put option which was the total amount of Skyworth's investment at cost. In October 2013, Skyworth exercised its put option in whole at 16,889 million and LGDGZ became a wholly owned subsidiary of the Controlling Company. Skyworth's investment in LGDGZ had been regarded as financing due to the options and recorded as other accounts payable in the consolidated statement of financial position of the Group and, accordingly, LGDGZ had been consolidated as a wholly owned subsidiary in the consolidated financial statements prior to the exercise of the options.

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For the years ended December 31, 2011, 2012 and 2013

1. Reporting Entity, Continued

(b) Consolidated Subsidiaries as of December 31, 2013, Continued

(\*4) In March, September and October 2013, the Controlling Company contributed a total of 337,329 million in cash for the capital increase of LG Display (China) Co., Ltd. ( LGDCA ) and as of December 31, 2013, the Controlling Company's ownership percentage in LGDCA is 64%. Meanwhile, LGDGZ, a wholly owned subsidiary of the Controlling Company, owns 6% of LGDCA.

In April and June 2013, the Controlling Company invested aggregate total of 6,730 million in cash to participate in the disproportionate capital increase of L&I Electronic Technology (Dongguan) Limited and acquired the remaining interests from non-controlling shareholder. In November 2013, L&I Electronic Technology (Dongguan) Limited completed liquidation. In July 2013, I&M, which was a subsidiary of the Controlling Company, completed liquidation.

Dividends received from consolidated subsidiaries for the years ended December 31, 2011, 2012 and 2013 amounted to 36,490 million, 55,114 million and zero, respectively.

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For the years ended December 31, 2011, 2012 and 2013

**1. Reporting Entity, Continued**(c) Associates and Joint Ventures (Equity Method Investees) as of December 31, 2013  
(In millions of won)

Associates and joint ventures	Location	Percentage of ownership		Fiscal year end	Date of incorporation	Business	Carrying amount
		2013	2012				
Suzhou Raken Technology Co., Ltd. (*1)	Suzhou, China	51%	51%	December 31	October 2008	Manufacture and sell LCD modules and LCD TV sets	134,508
Guangzhou New Vision Technology Research and Development Limited (*2)	Guangzhou, China	50%		December 31	July 2008	R&D on design of LCD modules and LCD TV sets	
Global OLED Technology LLC	Herndon, U.S.A	33%	33%	December 31	December 2009	Managing and licensing OLED patents	31,162
Paju Electric Glass Co., Ltd.	Paju, South Korea	40%	40%	December 31	January 2005	Manufacture electric glass for FPDs	79,417
TLI Inc. (*3, 4)	Seongnam, South Korea	10%	12%	December 31	October 1998	Manufacture and sell semiconductor parts for FPDs	5,596
AVACO Co., Ltd. (*3)	Daegu, South Korea	16%	16%	December 31	January 2001	Manufacture and sell equipment for FPDs	8,892
New Optics Ltd. (*5)	Yangju, South Korea	46%	42%	December 31	August 2005	Manufacture back light parts for TFT-LCDs	34,095
LIG ADP Co., Ltd. (*3)	Seongnam, South Korea	13%	13%	December 31	January 2005	Develop and	1,523

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	South Korea			31	2001	manufacture equipment for FPDs	
WooRee E&L Co., Ltd. (*6)	Ansan,	21%	30%	December 31	June	Manufacture LED back light unit packages	27,273
	South Korea				2008		
LB Gemini New Growth Fund No. 16 (*7)	Seoul,	31%	31%	December 31	December	Invest in small and middle sized companies and benefit from M&A opportunities	19,483
	South Korea				2009		
Can Yang Investments Limited (*3)	Hong Kong	9%	9%	December 31	January 2010	Develop, manufacture and sell LED parts	11,754

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For the years ended December 31, 2011, 2012 and 2013

1. Reporting Entity, Continued(c) Associates and Joint Ventures (Equity Method Investees) as of December 31, 2013, Continued*(In millions of won)*

Associates and joint ventures	Location	Percentage of ownership		Fiscal year end	Date of incorporation	Business	Carrying amount
		2013	2012				
YAS Co., Ltd. (*3)	Paju, South Korea	19%	19%	December 31	April 2002	Develop and manufacture deposition equipment for OLEDs	9,826
Eralite Optoelectronics (Jiangsu) Co., Ltd.	Suzhou, China	20%	20%	December 31	August 2010	Manufacture LED Packages	1,830
Narenanotech Corporation	Yongin, South Korea	23%	23%	December 31	December 1995	Manufacture and sell FPD manufacturing equipment	25,497
AVATEC Co., Ltd. (*3, 8)	Daegu, South Korea	16%	17%	December 31	August 2000	Process and sell glass for FPDs	15,680
Glonix Co., Ltd. (*9)	Gimhae, South Korea	20%	20%	December 31	October 2006	Manufacture and sell LCD	
Dynamic Solar Design Co., Ltd. (*10)	Suwon, South Korea		40%	December 31	April 2009	Develop, manufacture and sell equipment for manufacturing solar battery and FPDs	

- (\*1) In September 2013, the Controlling Company invested 11,918 million in cash for the capital increase of Suzhou Raken Technology Co., Ltd ( Raken ). There was no change in the Controlling Company's ownership percentage in Raken as a result of this additional investment. Despite its 51% ownership, management concluded that the Controlling Company does not have control of Suzhou Raken Technology Co., Ltd. because the Controlling Company and AmTRAN Technology Co., Ltd., which has a 49% equity interest of the investee, jointly control the board of directors of the investee through equal voting powers. Accordingly, investment in Suzhou Raken Technology Co., Ltd. was accounted for as an equity method investment.
- (\*2) In November 2013, the Controlling Company collected 3,540 million from the investment in Guangzhou New Vision Technology Research and Development Ltd. which was liquidated and recognized 671 million for the difference between the collected amount and the carrying amount as finance cost. As of December 31, 2013, Guangzhou New Vision Technology Research and Development Ltd. concluded the procedures of liquidation and on January 2, 2014, the registration of liquidation was completed.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

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For the years ended December 31, 2011, 2012 and 2013

1. Reporting Entity, Continued

(c) Associates and Joint Ventures (Equity Method Investees) as of December 31, 2013, Continued

- (\*3) Although the Controlling Company's share interests in TLI Inc., AVACO Co., Ltd., LIG ADP Co., Ltd., Can Yang Investments Limited, YAS Co., Ltd., and AVATEC Co., Ltd. are below 20%, the Controlling Company is able to exercise significant influence through its right to appoint a director to the board of directors of each investee and the transaction between the Controlling Company and the investees is significant. Accordingly, the investments in these investees have been accounted for using the equity method.
- (\*4) In 2013, the Controlling Company's ownership in TLI Inc. was reduced from 12% to 10% due to the shares issued in relation to the exercise of warrants.
- (\*5) In 2013, as the Controlling Company did not participate in New Optics Ltd.'s reduction in capital stock through a distribution of cash, the Controlling Company's ownership in New Optics Ltd. increased from 42% to 46%.
- (\*6) In 2013, as the Controlling Company did not participate in the capital increase of WooRee E&L Co., Ltd. when WooRee E&L Co., Ltd. initially lists its shares in the Korea Securities Dealers Automated Quotations (KOSDAQ), the Controlling Company's ownership in WooRee E&L Co., Ltd. was reduced from 30% to 21%.
- (\*7) The Controlling Company is a member of limited partnership in the LB Gemini New Growth Fund No.16 (the Fund). In March and May 2013, the Controlling Company received 1,116 million and 260 million, respectively, from the Fund as a capital distribution and made additional cash investment totaling 6,826 million in the Fund in June, September and December 2013. There were no changes in the Controlling Company's ownership percentage in the Fund and the Controlling Company is committed to making future investments of up to an aggregate of 30,000 million.
- (\*8) In 2013, the Controlling Company's ownership in AVATEC Co., Ltd. was reduced from 17% to 16% due to the shares issued in relation to the exercise of stock options.
- (\*9) The Controlling Company's share of net assets of Glonix Co., Ltd. (Glonix) was reduced below zero and, accordingly, the Controlling Company discontinued the recognition of its share of losses of the Glonix. In 2013, the Controlling Company's unrecognized share of losses of the Glonix amounts to 112 million. (An aggregate amount: 112 million)
- (\*10) In 2013, the Controlling Company received 107 million in cash from the investment of Dynamic Solar Design Co., Ltd. and recognized 38 million for the difference between the amount received and the carrying amount as finance income.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

2. **Basis of Presenting Financial Statements**

(a) **Statement of Compliance**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ( IFRSs ) as issued by the International Accounting Standards Board.

The consolidated financial statements were authorized for issuance by the Board of Directors on January 23, 2014.

(b) **Basis of Measurement**

The consolidated financial statements have been prepared on the historical cost basis except for the following material items in the consolidated statements of financial position:

available-for-sale financial assets are measured at fair value, and

liabilities for defined benefit plans are recognized as the present value of defined benefit obligations less the fair value of plan assets

(c) **Functional and Presentation Currency**

The consolidated financial statements are presented in Korean won, which is the Controlling Company's functional currency. All amounts in Korean won are in millions unless otherwise stated.

(d) **Use of Estimates and Judgments**

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:



Classification of financial instruments (note 3.(d))

Estimated useful lives of property, plant and equipment (note 3.(e))

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next 12 months is included in the following notes:

Recognition and measurement of provisions (notes 3.(j), 15 and 21)

Net realizable value of inventories (note 8)

Measurement of defined benefit obligations (note 18)

Deferred tax assets and liabilities (note 30)

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. **Summary of Significant Accounting Policies**

The significant accounting policies followed by the Group in preparation of its consolidated financial statements are as follows. Except for the changes explained in Note 3(q), the Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements.

(a) **Consolidation**

**(i) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

**(ii) Non-controlling interests**

Non-controlling interests ( NCI ) are measured at their proportionate share of the acquiree s identifiable net assets at the acquisition date.

Changes in the Group s interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

**(iii) Loss of Control**

If the Controlling Company loses control of subsidiaries, the Controlling Company derecognizes the assets and liabilities of the former subsidiaries from the consolidated statement of financial position and recognizes the gain or loss associated with the loss of control attributable to the former controlling interest. Meanwhile, the Controlling Company recognizes any investment retained in the former subsidiaries at its fair value when control is lost.

**(iv) Associates and joint ventures (equity method investees)**

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Investments in associates and joint ventures are initially recognized at cost and subsequently accounted for using the equity method of accounting. The carrying amount of investments in associates and joint ventures is increased or decreased to recognize the Group s share of the profits or losses and changes in the Group s proportionate interest of the investee after the date of acquisition. Distributions received from an investee reduce the carrying amount of the

investment.

If an associate or jointly controlled entity uses accounting policies different from those of the Controlling Company for like transactions and events in similar circumstances, appropriate adjustments are made to the consolidated financial statements. As of and during the periods presented in the consolidated financial statements, no adjustments were made in applying the equity method.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(a) Consolidation, Continued

(iv) Associates and joint ventures (equity method investees), Continued

When the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest, including any long-term investments, is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, including income and expenses and any unrealized income and expenses and balance of trade accounts and notes receivable and payable arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

(b) Foreign Currency Transactions and Translation

Transactions in foreign currencies are translated to the respective functional currencies of the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated to the functional currency at the exchange rate on the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was originally determined. Foreign currency differences arising on retranslation are recognized in profit or loss, except for differences arising on available-for-sale equity instruments and a financial asset and liability designated as a cash flow hedge, which are recognized in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the original transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition are recognized in profit or loss in the period in which they arise. Foreign currency differences arising from assets and liabilities in relation to the investing and financing activities including loans, bonds and cash and cash equivalents are recognized in finance income (costs) in the consolidated statement of comprehensive income and foreign currency differences arising from assets and liabilities in relation to activities other than investing and financing activities are recognized in other income (expenses) in the consolidated statement of comprehensive income. Relevant foreign currency differences are

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presented in gross amounts in the consolidated statement of comprehensive income.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(b) Foreign Currency Transactions and Translation, Continued

If the presentation currency of the Group is different from a foreign operation's functional currency, the financial position and financial performance of the foreign operation are translated into the presentation currency using the following methods. The assets and liabilities of foreign operations, whose functional currency is not the currency of a hyperinflationary economy, including goodwill and fair value adjustments arising on acquisition, are translated to the Group's functional currency at exchange rates at the reporting date. The income and expenses of foreign operations are translated to the Group's functional currency at exchange rates at the dates of the transactions. Foreign currency differences are recognized in other comprehensive income. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation is treated as assets and liabilities of the foreign operation. Thus, they are expressed in the functional currency of the foreign operation and translated at the at each reporting date's exchange rate.

(c) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted-average method, and includes expenditures incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated selling expenses. In the case of manufactured inventories and work-in-process, cost includes an appropriate share of production overheads based on the actual capacity of production facilities. However, the normal capacity is used for the allocation of fixed production overheads if the actual level of production is lower than the normal capacity.

(d) Financial Instruments

(i) Non-derivative financial assets

The Group initially recognizes loans and receivables and deposits on the date they are originated. All other non-derivative financial assets, including financial assets at fair value through profit or loss, are recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(d) Financial Instruments, Continued

(i) Non-derivative financial assets, Continued

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows of the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability. If a transfer does not result in derecognition because the Group has retained substantially all the risks and rewards of ownership of the transferred asset, the Group continues to recognize the transferred asset and recognizes a financial liability for the consideration received. In subsequent periods, the Group recognizes any income on the transferred assets and any expense incurred on the financial liability.

Financial assets and liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

The Group has the following non-derivative financial assets: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets.

Financial assets at fair value through profit or loss

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. If a contract contains one or more embedded derivatives, the Group designates the entire hybrid (combined) contract as a financial asset at fair value through profit or loss unless: the embedded derivative(s) does not significantly modify the cash flows that otherwise would be required by the contract; or it is clear with little or no analysis when a similar hybrid (combined) instrument is first considered that separation of the embedded derivative(s) is prohibited. Upon initial recognition, attributable transaction costs are recognized in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

Cash and cash equivalents



Cash and cash equivalents include all cash balances and short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash.

Deposits in banks

Deposits in banks are those with maturity of more than three months and less than one year and are held for cash management purposes.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. When loans and receivables are recognized initially, the Group measures them at their fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial asset. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade accounts and notes receivable and other accounts receivable.

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3. Summary of Significant Accounting Policies, Continued

(d) Financial Instruments, Continued

(i) Non-derivative financial assets, Continued

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or that are not classified as financial assets at fair value through profit or loss, held-to-maturity financial assets or loans and receivables. The Group's investments in equity securities and certain debt securities are classified as available-for-sale financial assets. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment in available-for-sale financial assets is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss.

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and whose derivatives are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost.

(ii) Non-derivative financial liabilities

The Group classifies financial liabilities into two categories, financial liabilities at fair value through profit or loss and other financial liabilities, in accordance with the substance of the contractual arrangement and the definitions of financial liabilities, and recognizes them in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading or designated as such upon initial recognition at fair value through profit or loss. After initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. Upon initial recognition, transaction costs that are directly attributable to the issuance of financial liabilities are recognized in profit or loss as incurred.

Non-derivative financial liabilities other than financial liabilities classified as fair value through profit or loss are classified as other financial liabilities and measured initially at fair value minus transaction costs that are directly

attributable to the issuance of financial liabilities. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. As of December 31, 2012, non-derivative financial liabilities comprise borrowings, bonds and others.

The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

(iii) Share Capital

The Group only owns common stocks and they are classified as equity. Incremental costs directly attributable to the issuance of common stocks are recognized as a deduction from equity, net of tax effects. Capital contributed in excess of par value upon issuance of common stocks is classified as share premium within equity.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(d) Financial Instruments, Continued

(iv) Derivative financial instruments, including hedge accounting

Derivatives are initially recognized at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognized in profit or loss except in the case where the derivatives are designated as cash flow hedges and the hedge is determined to be an effective hedge.

If necessary, the Group designates derivatives as hedging items to hedge the risk of changes in the fair value of assets, liabilities or firm commitments (a fair value hedge) and foreign currency risk of highly probable forecasted transactions or firm commitments (a cash flow hedge).

On initial designation of the hedge, management formally documents the relationship between the hedging instrument(s) and hedged item(s), including the risk management objectives and strategy in undertaking the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship. Management makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be highly effective in offsetting the changes in the fair value or cash flows of the respective hedged items during the period for which the hedge is designated, and whether the actual results of each hedge are within a range of 80-125 percent. For a cash flow hedge of a forecasted transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported net income.

Cash flow hedges

When a derivative is designated as a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecasted transaction that could affect profit or loss, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and presented in the hedging reserve in equity. The amount recognized in other comprehensive income is removed and included in profit or loss in the same period the hedged cash flows affect profit or loss under the same line item in the consolidated statement of comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in other comprehensive income and presented in the hedging reserve in equity remains there until the forecasted transaction affects profit or loss. When the hedged item is a non-financial asset, the amount

recognized in other comprehensive income is transferred to the carrying amount of the asset when the asset is recognized. If the forecasted transaction is no longer expected to occur, then the balance in other comprehensive income is recognized immediately in profit or loss. In other cases the amount recognized in other comprehensive income is transferred to profit or loss in the same period that the hedged item affects profit or loss.

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For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(d) Financial Instruments, Continued

(iv) Derivative financial instruments, including hedge accounting, Continued

*Embedded derivative*

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss. Changes in the fair value of separable embedded derivatives are recognized immediately in profit or loss.

(e) Property, Plant and Equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes an expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and borrowing costs on qualifying assets.

The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item and recognized in other income or other expenses.

(ii) Subsequent costs

Subsequent expenditure on an item of property, plant and equipment is recognized as part of its cost only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(iii) Depreciation

Depreciation is recognized in profit or loss on a straight-line basis method, reflecting the pattern in which the asset's future economic benefits are expected to be consumed by the Group. The residual value of property, plant and equipment is zero. Land is not depreciated.

Estimated useful lives of the assets are as follows:

	<b>Useful lives (years)</b>
Buildings and structures	20, 40
Machinery	4, 5
Furniture and fixtures	3~5
Equipment, tools and vehicles	3~5, 12

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate and any changes are accounted for as changes in accounting estimates. There were no such changes for all periods presented.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

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3. Summary of Significant Accounting Policies, Continued

(f) Borrowing Costs

The Group capitalizes borrowing costs, which includes interests and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs, directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. To the extent that the Group borrows funds specifically for the purpose of obtaining a qualifying asset, the Group determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings. The Group immediately recognizes other borrowing costs as an expense.

(g) Government Grants

In case there is reasonable assurance that the Group will comply with the conditions attached to a government grant, the government grant is recognized as follows:

(i) Grants related to the purchase or construction of assets

A government grant related to the purchase or construction of assets is deducted in calculating the carrying amount of the asset. The grant is recognized in profit or loss over the life of a depreciable asset as a reduced depreciation expense and cash related to grant received is presented in investing activities in the statement of cash flows.

(ii) Grants for compensating the Group's expenses incurred

A government grant that compensates the Group for expenses incurred is recognized in profit or loss as a deduction from relevant expenses on a systematic basis in the periods in which the expenses are recognized.

(iii) Other government grants

A government grant that becomes receivable for the purpose of giving immediate financial support to the Group with no compensation for expenses or losses already incurred or no future related costs is recognized as income of the period in which it becomes receivable.



(h) Intangible Assets

Intangible assets are initially measured at cost. Subsequently, intangible assets are measured at cost less accumulated amortization and accumulated impairment losses.

(i) Goodwill

Goodwill arising from business combinations is recognized as the excess of the acquisition cost of investments in subsidiaries, associates and joint ventures over the Group's share of the net fair value of the identifiable assets acquired and liabilities assumed. Any deficit is a bargain purchase that is recognized in profit or loss. Goodwill is measured at cost less accumulated impairment losses.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(h) Intangible Assets, Continued

(ii) Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss as incurred.

Development activities involve a plan or design of the production of new or substantially improved products and processes. Development expenditure is capitalized only if the Group can demonstrate all of the following:

the technical feasibility of completing the intangible asset so that it will be available for use or sale,

its intention to complete the intangible asset and use or sell it,

its ability to use or sell the intangible asset,

how the intangible asset will generate probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset,

the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset, and

its ability to measure reliably the expenditure attributable to the intangible asset during its development.

The expenditure capitalized includes the cost of materials, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use, and borrowing costs on qualifying assets.

(iii) Other intangible assets

Other intangible assets include intellectual property rights, software, customer relationships, technology, memberships and others.

(iv) Subsequent costs

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific intangible asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued(h) Intangible Assets, Continued(v) Amortization

Amortization is calculated on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The residual value of intangible assets is zero. However, as there are no foreseeable limits to the periods over which condominium and golf club memberships are expected to be available for use, these intangible assets are regarded as having indefinite useful lives and not amortized.

	<b>Estimated useful lives (years)</b>
Intellectual property rights	5, 10
Rights to use electricity, water and gas supply facilities	10
Software	4
Customer relationships	7
Technology	10
Development costs	(*)
Condominium and golf club memberships	Not amortized

(\*) Capitalized development costs are amortized over the useful life considering the life cycle of the developed products. Amortization of capitalized development costs is recognized in research and development expenses in the consolidated statement of comprehensive income.

Amortization periods and the amortization methods for intangible assets with finite useful lives are reviewed at each financial year-end. The useful lives of intangible assets that are not being amortized are reviewed each period to determine whether events and circumstances continue to support indefinite useful life assessments for those assets. If appropriate, the changes are accounted for as changes in accounting estimates.

(i) Impairment(i) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency in interest or principal payments by an issuer or a debtor, for economic reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the Group would not otherwise consider, or the disappearance of an active market for that financial asset. In addition, for an investment in an equity security, objective evidence of impairment includes significant financial difficulty of the issuer and a significant or prolonged decline in its fair value below its cost.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

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For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(i) Impairment, Continued

(i) Financial assets, Continued

Management considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant loans and receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Loans and receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

In assessing collective impairment the Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

If there is objective evidence that an impairment loss has been incurred on financial assets carried at amortized cost, the amount of the impairment loss is measured as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognized in profit or loss and reflected in an allowance account against loans and receivables.

The amount of the impairment loss on financial assets including equity securities carried at cost is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed.

When a decline in the fair value of an available-for-sale financial asset has been recognized in other comprehensive income the amount of the cumulative loss that is reclassified from equity to profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

In a subsequent period, for the financial assets recorded at fair value, if the fair value increases and the increase can be objectively related to an event occurring after the impairment loss was recognized, the previously recognized impairment loss is reversed. The amount of the reversal in financial assets carried at amortized cost and a debt instrument classified as available for sale is recognized in profit or loss. However, impairment loss recognized for an investment in an equity instrument classified as available-for-sale is reversed through other comprehensive income.



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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(i) Impairment, Continued

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than assets arising from employee benefits, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, irrespective of whether there is any indication of impairment, the recoverable amount is estimated each year at the same time.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). The recoverable amount of an asset or cash-generating unit is determined as the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Fair value less costs to sell is based on the best information available to reflect the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Goodwill acquired in a business combination is allocated to CGUs that are expected to benefit from the synergies of the combination. Impairment losses recognized in respect of a CGU are allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to reduce the carrying amounts of the other assets in the unit on a pro rata basis.

In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of accumulated depreciation or amortization, if no impairment loss had been recognized. An impairment loss in respect of goodwill is not reversed.



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For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(j) Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

The risks and uncertainties that inevitably surround events and circumstances are taken into account in reaching the best estimate of a provision. Where the effect of the time value of money is material, provisions are determined at the present value of the expected future cash flows. The unwinding of the discount is recognized as finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

The Group recognizes a liability for warranty obligations based on the estimated costs expected to be incurred under its basic limited warranty. This warranty covers defective products and is normally applicable for eighteen months from the date of purchase. These liabilities are accrued when product revenues are recognized. Factors that affect the Group's warranty liability include historical and anticipated rates of warranty claims on those repairs and cost per claim to satisfy the Group's warranty obligation. Warranty costs primarily include raw materials and labor costs. As these factors are impacted by actual experience and future expectations, management periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary. Accrued warranty obligations are included in the current and non-current provisions.

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources, are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated.

(k) Employee Benefits

(i) Short-term employee benefits

Short-term employee benefits that are due to be settled within twelve months after the end of the period in which the employees render the related service are recognized in profit or loss on an undiscounted basis. The expected cost of profit-sharing and bonus plans and others are recognized when the Group has a present legal or constructive obligation to make payments as a result of past events and a reliable estimate of the obligation can be made.

(ii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

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For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(k) Employee Benefits, Continued

(iii) Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(iv) Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than defined contribution plans. The Group's net obligation in respect of its defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted.

The calculation is performed annually by an independent actuary using the projected unit credit method. The discount rate is the yield at the reporting date on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The Group recognizes all actuarial gains and losses arising from defined benefit plans in retained earnings immediately.

The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Consequently, the net interest on the net defined benefit liability (asset) now comprises: interest cost on the defined benefit obligation, interest income on plan assets, and interest on the effect on the asset ceiling.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(l) Revenue

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of estimated returns, earned trade discounts, volume rebates and other cash incentives paid to customers. Revenue is recognized when persuasive evidence exists that the significant risks and rewards of ownership have been transferred to the buyer, generally on delivery and acceptance at the customers premises, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue when the sales are recognized. Sales taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenues in the consolidated statements of comprehensive income.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. **Summary of Significant Accounting Policies, Continued**

(m) **Operating Segments**

An operating segment is a component of the Group that: 1) engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the group, 2) whose operating results are reviewed regularly by the Group's chief operating decision maker ( CODM ) in order to allocate resources and assess its performance, and 3) for which discrete financial information is available. Management has determined that the CODM of the Group is the Board of Directors. The CODM does not receive and therefore does not review discrete financial information for any component of the Group. Consequently, no operating segment information is included in these consolidated financial statements. Entity wide disclosures of geographic and product revenue information are provided in note 24 to these consolidated financial statements.

(n) **Finance Income and Finance Costs**

Finance income comprises interest income on funds invested (including available-for-sale financial assets), dividend income, gains on the disposal of available-for-sale financial assets, changes in the fair value of financial assets at fair value through profit or loss, and gains on hedging instruments that are recognized in profit or loss. Interest income is recognized as it accrues in profit or loss, using the effective interest method. Dividend income is recognized in profit or loss on the date that the Group's right to receive payment is established.

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognized on financial assets, and losses on hedging instruments that are recognized in profit or loss. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset.

(o) **Income Tax**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

(i) **Current tax**

Current tax is the expected tax payable or receivable on the taxable profit or loss for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years. The taxable profit is different from the accounting profit for the period since the taxable profit is calculated excluding the

temporary differences, which will be taxable or deductible in determining taxable profit (tax loss) of future periods, and non-taxable or non-deductible items from the accounting profit.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(o) Income Tax, Continued

(ii) Deferred tax

Deferred tax is recognized, using the liability method, in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. However, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

The Group recognizes a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, associates, and interests in joint ventures, except to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. A deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that the differences relating to investments in subsidiaries, associates and joint ventures will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Group offsets deferred tax assets and deferred tax liabilities if, and only if the Group has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously.

(p) Earnings (Loss) Per Share

The Group presents basic and diluted earnings (loss) per share ( EPS ) data for its common stocks. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Controlling Company by the weighted average number of common stocks outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of common stocks

outstanding, adjusted for the effects of all dilutive potential common stocks, which comprise convertible bonds.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(q) Adopted New and Amended Accounting Pronouncements

Except for the changes below, the Group has consistently applied the accounting policies set out in note 3 to all periods presented in the consolidated financial statements of the Group.

New and amended accounting standards adopted for the year ended December 31, 2013 are as follows.

IFRS 10, *Consolidated Financial Statements*

IFRS 11, *Joint Arrangements*

IFRS 12, *Disclosure of Interests in Other Entities*

IFRS 13, *Fair Value Measurement*

IAS 19, *Employee Benefits*, and

Amendments to IAS 1, *Presentation of Financial Statements*

The nature and effects of the changes are explained below.

(i) Subsidiaries

In accordance with IFRS 10, *Consolidated Financial Statements*, the Group has changed its accounting policy for determining whether it has control over investees. IFRS 10 introduces a new control model that focuses on whether the Group has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. In accordance with IFRS 10, the Group reassessed the control conclusion for its investees at January 1, 2013 and there is no significant impact of applying the standard on the consolidated financial statements.

(ii) Joint Arrangements

IFRS 11, *Joint Arrangement*, classifies joint arrangements into two types: joint operations and joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets and obligations for the liabilities relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. The standard requires a joint operator to recognize and measure the assets and liabilities (and recognize the related revenues and expenses) in relation to its interest in the arrangement in accordance with relevant IFRSs applicable to the particular assets, liabilities, revenues and expenses. The standard requires a joint venturer to recognize an investment and to account for that investment using the equity method. In accordance with IFRS 11, the Group reevaluated its involvement in its joint arrangement at January 1, 2013 and there is no impact of applying the standard on the consolidated financial statements.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

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For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(q) Adopted New and Amended Accounting Pronouncements, Continued

(iii) Disclosures of Interests in Other Entities

IFRS 12, *Disclosures of Interests in Other Entities*, brings together into a single standard all the disclosure requirements about an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The standard requires an entity to disclose information that enables users of financial statements to evaluate the nature of and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. The Group retrospectively applied the standard to the comparative consolidated financial statements for the years ended December 31, 2011 and 2012 and the Group provides required disclosures in note 10.

(iv) Fair Value Measurement

IFRS 13, *Fair Value Measurement*, establishes a single framework for measuring fair value and making relevant disclosures when such measurements are required or permitted by other IFRSs. It unifies the definition of fair value as the price that would be received or paid when market participants sell an asset or transfer a liability in an orderly transaction at the measurement date. As it replaces and expands the disclosure requirements about fair value measurements in other IFRSs, including IFRS 7, the Group provides required disclosures in note 13.

(v) Post-employment defined benefit plans

As a result of the amendments to IAS 19, *Employee Benefits*, the Group has changed its accounting policy with respect to the basis for determining the income or expense related to its post-employment defined benefit plans. Under the amendment of IAS 19, the Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Consequently, the net interest on the net defined benefit liability (asset) now comprises: interest cost on the defined benefit obligation, interest income on plan assets, and interest on the effect on the asset ceiling. Previously, the Group determined interest income on plan assets based on their long-term rate of expected return. There is no significant impact of applying this amendment on the consolidated financial statements.

(vi) Presentation of items of Other Comprehensive Income

As a result of the amendments to IAS 1, *Presentation of Financial Statements*, the Group has modified the presentation of items of other comprehensive income ( OCI ) in its statement of comprehensive income into items that will never be reclassified to profit or loss and items that are or may be reclassified to profit or loss. The comparative consolidated statements of comprehensive income (loss) for the years ended December 31, 2011 and 2012 have been represented accordingly.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

3. Summary of Significant Accounting Policies, Continued

(r) Recent Accounting Pronouncements, Not Yet Adopted

(i) Amendment to IAS 32, *Financial Instruments: Presentation*

The amendments improve application guidance of IAS 32, *Financial Instruments: Presentation*, to clarify criterion of offsetting financial assets and financial liabilities. The amendments will be effective for annual periods beginning on or after January 1, 2014, and have not been adopted early in preparing the consolidated financial statements.

(ii) Amendment to IFRS 9, *Financial Instruments*

The amendments introduce new requirements for the classification and measurement of financial assets. Under the amendments to IFRS 9, *Financial Instruments*, financial assets are classified and measured based on the business model in which they are held and characteristics of their contractual cash flows. The amendments introduce additional changes relating to financial liabilities. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting. The amendments will be effective for annual periods beginning on or after January 1, 2015, and have not been adopted early in preparing the consolidated financial statements.

Management believes that the adoption of the amendments is expected to have no significant impact on the consolidated statement of financial position of the Group.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

4. **Determination of Fair Value**

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(a) **Current Assets and Liabilities**

The carrying amounts approximate fair value because of the short maturity of these instruments.

(b) **Trade Receivables and Other Receivables**

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes. The carrying amounts of short-term receivables approximate fair value.

(c) **Investments in Equity and Debt Securities**

The fair value of marketable available-for-sale financial assets is determined by reference to their quoted closing bid price at the reporting date. The fair value of non-marketable securities is determined using valuation methods.

(d) **Non-derivative Financial Liabilities**

The fair value of financial liabilities at FVTPL is determined by reference to their quoted closing price at the reporting date. Fair value, which is determined for disclosure purposes, except for the liabilities at FVTPL, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

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**LG DISPLAY CO., LTD. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

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5. **Risk Management**

(a) **Financial Risk Management**

The Group is exposed to credit risk, liquidity risk and market risks. The Group identifies and analyzes such risks, and controls are implemented under a risk management system to monitor and manage these risks at below a threshold level.

**(i) Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group's exposure to credit risk of trade and other receivables is influenced mainly by the individual characteristics of each customer. However, management considers the demographics of the Group's customer base, including the default risk of the country in which customers operate, do not have a significant influence on credit risk since the majority of the customers are global electronic appliance manufacturers operating in global markets.

The Group establishes credit limits for each customer and each new customer is analyzed quantitatively and qualitatively before determining whether to utilize third party guarantees, insurance or factoring as appropriate.

The Group does not establish allowances for receivables under insurance and receivables from customers with a high credit rating. For the rest of the receivables, the Group establishes an allowance for impairment of trade and other receivables that have been individually or collectively evaluated for impairment and estimated on the basis of historical loss experience for assets.

**(ii) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has historically been able to satisfy its cash requirements from cash flows from operations and debt and equity financing. To the extent that the Group does not generate sufficient cash flows from operations to meet its capital requirements, the Group may rely on other financing activities, such as external long-term borrowings and offerings of debt securities, equity-linked and other debt securities. In addition, the Group maintains a line of credit with various banks.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.



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For the years ended December 31, 2011, 2012 and 2013

5. **Risk Management, Continued**

(a) **Financial Risk Management, Continued**

**Currency risk**

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the functional currency of the Group, Korean won (KRW). The currencies in which these transactions primarily are denominated are USD, EUR and JPY.

Interest on borrowings is denominated in the currency of the borrowing. Generally, borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group, primarily KRW, USD and JPY.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances. In consideration of the currency fluctuation, the Group adopts policies to adjust factoring volumes of foreign currency denominated receivables or utilizing usance as a means to settle payables for the purchase of manufacturing facilities.

**Interest rate risk**

Interest rate risk arises principally from the Group's debentures and borrowings. The Group establishes and applies its policy to reduce uncertainty arising from fluctuations in the interest rate and to minimize finance cost and manages interest rate risk by monitoring of trends of fluctuations in interest rate and establishing plan for countermeasures.

**Equity price risk**

The Group holds equity securities which are classified as available-for-sale financial assets. Equity securities are valued at fair value and are exposed to the risk of price changes in the securities market. Management believes that equity price risk does not have a significant impact on the Group's financial position or results of operations since exposure to equity price risk is limited.

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For the years ended December 31, 2011, 2012 and 2013

5. Risk Management, Continued(b) Capital Management

Management's policy is to maintain a capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Liabilities to equity ratio, net borrowings to equity ratio and other financial ratios are used by management to achieve an optimal capital structure. Management also monitors the return on capital as well as the level of dividends to ordinary shareholders. Equity, defined by IFRS, is identical to the definition of capital, managed by management.

*(In millions of won)*

	December 31, 2012	December 31, 2013
Total liabilities	14,215,331	10,917,864
Total equity	10,240,180	10,797,420
Cash and deposits in banks (*1)	2,653,753	2,323,409
Borrowings (including bonds)	4,455,857	3,902,779
Total liabilities to equity ratio	139%	101%
Net borrowings to equity ratio (*2)	18%	15%

(\*1) Cash and deposits in banks consists of cash and cash equivalents and deposit in banks.

(\*2) Net borrowings to equity ratio is calculated by dividing total equity with borrowings (including bonds) less cash and deposits in banks.

6. Cash and Cash Equivalents and Deposits in Banks

Cash and cash equivalents and deposits in banks at the reporting date are as follows:

*(In millions of won)*

	December 31, 2012	December 31, 2013
<b>Current assets</b>		
<b>Cash and cash equivalents</b>		
Demand deposits	2,338,661	1,021,870
<b>Deposits in banks</b>		
Time deposits	300,092	1,231,539

Restricted cash (*)	15,000	70,000
	315,092	1,301,539

(\*) Restricted cash relates to mutual growth fund to aid LG Group's second and third-tier suppliers.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

7. Receivables and Other Current Assets

(a) Trade accounts and notes receivable at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Trade, net	2,586,228	2,441,087
Due from related parties	748,113	687,539
	<b>3,334,341</b>	<b>3,128,626</b>

(b) Other accounts receivable at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Current assets</b>		
Non-trade accounts receivable, net	189,924	79,055
Accrued income	9,073	10,482
Short-term loans	10	8
	<b>199,007</b>	<b>89,545</b>

Due from related parties included in other accounts receivable, as of December 31, 2012 and 2013 are 2,536 million and 5,005 million, respectively.

(c) Other assets at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Current assets</b>		
Advance payments	10,514	10,854
Prepaid expenses	45,058	50,234
Value added tax refundable	260,353	187,337
Others	9,341	3,557

	325,266	251,982
<b>Non-current assets</b>		
Long-term prepaid expenses	144,023	213,682
Others	8,287	3,500
	152,310	217,182

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**8. Inventories**

Inventories at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Finished goods	1,044,125	733,987
Work-in-process	653,260	605,718
Raw materials	370,653	261,947
Supplies	321,969	331,589
	<b>2,390,007</b>	<b>1,933,241</b>

For the years ended December 31, 2011, 2012 and 2013, the amount of the inventories recognized as cost of sales and inventory write-downs included in cost of sales is as follows:

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Inventories recognized as cost of sales	23,081,322	26,424,756	23,524,851
Including: inventory write-downs	133,341	135,720	211,363

There were no significant reversals of inventory write-downs recognized during 2011, 2012 and 2013.

**9. Other Financial Assets**

(a) Other financial assets at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Current assets</b>		
Deposits	3,828	919
<b>Non-current assets</b>		
Guarantee deposits with banks	16	13
Available-for-sale financial assets	16,136	16,908
Deposits	59,034	20,520
Long-term other accounts receivable	11,246	8,818

86,432

46,259

(b) Available-for-sale financial assets at the reporting date are as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Non-current assets</b>		
<b>Debt securities</b>		
Government bonds	2,838	2,838
<b>Equity securities</b>		
Intellectual Discovery, Ltd.	2,673	2,673
Siliconworks Co., Ltd.	10,505	11,281
Other	120	116
	13,298	14,070
	16,136	16,908

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

10. Investments in Equity Accounted Investees

(a) Investments in equity accounted investees accounted for under the equity method consist of the following:

*(in millions of won)*

Company	Carrying value	
	December 31, 2012	December 31, 2013
Suzhou Raken Technology Co., Ltd.	128,751	134,508
Guangzhou New Vision Technology Research and Development Limited	3,596	
Global OLED Technology LLC	36,164	31,162
Paju Electric Glass Co., Ltd.	82,855	79,417
TLI Inc. (*)	6,961	5,596
AVACO Co., Ltd. (*)	10,964	8,892
New Optics Ltd.	25,064	34,095
LIG ADP Co., Ltd. (*)	1,730	1,523
WooRee E&L Co. Ltd. (*)	23,549	27,273
Dynamic Solar Design Co., Ltd.	69	
LB Gemini New Growth Fund No.16	13,680	19,483
Can Yang Investments Limited	13,856	11,754
YAS Co., Ltd.	9,409	9,826
Eralite Optoelectronics (Jiangsu) Co., Ltd.	3,449	1,830
Narenanotech Corporation	26,448	25,497
AVATEC Co., Ltd. (*)	14,685	15,680
Glonix Co., Ltd.	928	
	402,158	406,536

(\*) Based on quoted market prices at December 31, 2013, the fair values of the investments in TLI Inc., AVACO Co., Ltd., LIG ADP Co., Ltd., WooRee E&L Co. Ltd., and AVATEC Co., Ltd., which are listed companies on the Korea Exchange, are 8,051 million, 9,644 million, 13,875 million, 25,840 million, and 23,797 million, respectively.

Dividends received from equity accounted investees for the years ended December 31, 2011, 2012 and 2013 amounted to 6,130 million, 204 million and 14,276 million, respectively.





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For the years ended December 31, 2011, 2012 and 2013

10. Investments in Equity Accounted Investees, Continued

(b) Summary of financial information of significant joint venture as of December 31, 2012 and 2013 and for the years ended December 31, 2011, 2012 and 2013 are as follows.

## (i) Summary of financial information

Suzhou Raken Technology Co., Ltd.

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Total assets	712,451	624,546
Current assets	586,067	513,044
Non-current assets	126,384	111,502
Total liabilities	457,414	360,146
Current liabilities	457,414	360,146

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Revenue	1,744,325	1,967,587	1,789,364
Profit for the year	11,459	11,503	8,077
Other comprehensive income (loss)	14,202	(15,508)	3,024
Total comprehensive income (loss)	25,661	(4,005)	11,101

## (ii) Additional financial information

Suzhou Raken Technology Co., Ltd.

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Cash and cash equivalents	73,510	28,165
Current financial liabilities	64,821	

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Depreciation	20,650	15,997	11,607
Amortization	1,280	1,305	619

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Interest income	2,479	3,473	2,323
Interest expense	1,263	812	307
Income tax expense	4,894	3,785	2,070

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For the years ended December 31, 2011, 2012 and 2013

**10. Investments in Equity Accounted Investees, Continued**

(c) Adjustments from financial information of significant joint ventures to book value of ownership interest as of December 31, 2012 and 2013 are as follows:

(i) As of December 31, 2012

*(In millions of won)*

<b>Company</b>	<b>Net asset</b>	<b>Ownership interest</b>	<b>Net asset (applying ownership interest)</b>	<b>Intra-group transaction</b>	<b>Book value</b>
Suzhou Raken Technology Co., Ltd.	255,037	51%	130,069	(1,318)	128,751

(ii) As of December 31, 2013

*(In millions of won)*

<b>Company</b>	<b>Net asset</b>	<b>Ownership interest</b>	<b>Net asset (applying ownership interest)</b>	<b>Intra-group transaction</b>	<b>Book value</b>
Suzhou Raken Technology Co., Ltd.	264,400	51%	134,844	(336)	134,508

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For the years ended December 31, 2011, 2012 and 2013

10. Investments in Equity Accounted Investees, Continued

(d) Book value of individually non-significant joint ventures and associates in aggregate is as follows:

(i) As of December 31, 2011

*(In millions of won)*

		Net profit (loss) of joint ventures and associates (applying ownership interest)		Total comprehensive income (loss)
	Book value	Profit (loss) for the year	Other comprehensive income (loss)	
Individually non-significant joint ventures	47,961	(4,013)	840	(3,173)
Individually non-significant associates	204,184	8,705	4,450	13,155

(ii) As of December 31, 2012

*(In millions of won)*

		Net profit (loss) of joint ventures and associates (applying ownership interest)		Total comprehensive income (loss)
	Book value	Profit (loss) for the year	Other comprehensive loss	
Individually non-significant joint ventures	39,760	(5,092)	(3,109)	(8,201)
Individually non-significant associates	233,647	44,211	(10,766)	33,445

(iii) As of December 31, 2013

*(In millions of won)*

Net profit (loss) of joint ventures and associates  
(applying ownership interest)

		<b>Profit (loss) for the year</b>	<b>Other comprehensive loss</b>	<b>Total comprehensive income (loss)</b>
Individually non-significant joint ventures	31,162	(4,388)	(554)	(4,942)
Individually non-significant associates	240,866	22,952	(20,773)	2,179

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For the years ended December 31, 2011, 2012 and 2013

**10. Investments in Equity Accounted Investees, Continued**

- (e) Changes in investments in equity accounted investees for the years ended December 31, 2012 and 2013 are as follows:

*(In millions of won)*

Company		January 1	Acquisition/Disposal	Dividends received	2012			December 31
					Equity income (loss) on investments	Other comprehensive income (loss)	Other gain (loss)	
Joint venture	Suzhou Raken Technology Co., Ltd.	133,000			3,660	(7,909)		128,751
Associates	Individually non significant joint ventures	47,961			(5,092)	(3,109)		39,760
	Individually non significant associates	204,184	2,661	(204)	44,211	(10,766)	(6,439)	233,647
		385,145	2,661	(204)	42,779	(21,784)	(6,439)	402,158

*(In millions of won)*

Company		January 1	Acquisition/Disposal	Dividends received	2013			December 31
					Equity income (loss) on investments	Other comprehensive income (loss)	Other gain	
Joint venture	Suzhou Raken Technology Co., Ltd.	128,751	11,918	(12,804)	5,101	1,542		134,508
		39,760	(3,656)		(4,388)	(554)		31,162

	Individually non significant joint ventures								
Associates	Individually non significant associates	233,647	5,381	(1,472)	22,952	(20,773)	1,131	240,866	
		402,158	13,643	(14,276)	23,665	(19,785)	1,131	406,536	



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For the years ended December 31, 2011, 2012 and 2013

**11. Property, Plant and Equipment**

Changes in property, plant and equipment for the year ended December 31, 2012 are as follows:

*(In millions of won)*

	<b>Land</b>	<b>Buildings and structures</b>	<b>Machinery and equipment</b>	<b>Furniture and fixtures</b>	<b>Construction- in-progress (*1)</b>	<b>Others</b>	<b>Total</b>
Acquisition cost as of January 1, 2012	444,252	4,170,768	28,028,986	720,716	3,494,777	261,526	37,121,025
Accumulated depreciation as of January 1, 2012		(1,072,446)	(20,589,295)	(562,715)		(196,131)	(22,420,587)
Accumulated impairment loss as of January 1, 2012			(138)	(3,222)		(229)	(3,589)
Book value as of January 1, 2012	444,252	3,098,322	7,439,553	154,779	3,494,777	65,166	14,696,849
Additions					2,726,336		2,726,336
Depreciation		(235,016)	(3,873,305)	(68,643)		(19,523)	(4,196,487)
Disposals	(2,787)	(7,010)	(42,127)	(1,085)		(3,641)	(56,650)
Others (*2)	(473)	1,420,649	3,762,658	47,981	(5,251,832)	18,615	(2,402)
Effect of movements in exchange rates		(28,092)	(22,684)	(2,034)	(2,379)	(984)	(56,173)
Subsidy received		(1,792)	(2,170)				(3,962)
Book value as of December 31, 2012	440,992	4,247,061	7,261,925	130,998	966,902	59,633	13,107,511
Acquisition cost as of December 31, 2012	440,992	5,546,497	31,490,302	755,948	966,902	256,806	39,457,447
Accumulated depreciation as of December 31, 2012		(1,299,436)	(24,228,377)	(624,950)		(197,173)	(26,349,936)

Accumulated  
impairment loss as of  
December 31, 2012

(\*1) As of December 31, 2012, construction-in-progress relates to construction of plants including their machinery.

(\*2) Others are mainly amounts transferred from construction-in-progress.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**11. Property, Plant and Equipment, Continued**

Changes in property, plant and equipment for the year ended December 31, 2013 are as follows:

*(In millions of won)*

	<b>Land</b>	<b>Buildings and structures</b>	<b>Machinery and equipment</b>	<b>Furniture and fixtures</b>	<b>Construction- in-progress (*1)</b>	<b>Others</b>	<b>Total</b>
Acquisition cost as of January 1, 2013	440,992	5,546,497	31,490,302	755,948	966,902	256,806	39,457,447
Accumulated depreciation as of January 1, 2013		(1,299,436)	(24,228,377)	(624,950)		(197,173)	(26,349,936)
Accumulated impairment loss as of January 1, 2013							
Book value as of January 1, 2013	440,992	4,247,061	7,261,925	130,998	966,902	59,633	13,107,511
Additions					2,390,259		2,390,259
Depreciation		(268,494)	(3,244,953)	(65,210)		(19,815)	(3,598,472)
Impairment loss			(839)	(1)		(13)	(853)
Disposals	(3,579)	(8,521)	(18,873)	(478)		(406)	(31,857)
Others (*2)	962	82,952	434,039	34,434	(563,453)	11,066	
Effect of movements in exchange rates		(535)	(7,744)	(85)	9,764	(25)	1,375
Subsidy received		(1,744)			(57,885)		(59,629)
Book value as of December 31, 2013	438,375	4,050,719	4,423,555	99,658	2,745,587	50,440	11,808,334
Acquisition cost as of December 31, 2013	438,375	5,620,915	31,533,365	785,971	2,745,587	269,320	41,393,533
Accumulated depreciation as of December 31, 2013		(1,570,196)	(27,108,971)	(686,312)		(218,867)	(29,584,346)

Accumulated impairment loss as of December 31, 2013	(839)	(1)	(13)	(853)
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(\*1) As of December 31, 2013, construction-in-progress relates to construction of manufacturing facilities.

(\*2) Others are mainly amounts transferred from construction-in-progress.

The capitalized borrowing costs and capitalization rate for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Capitalized borrowing costs	23,139	24,612	26,144
Capitalization rate	3.65%	3.29%	4.56%

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For the years ended December 31, 2011, 2012 and 2013

**12. Intangible Assets**

Changes in intangible assets for the year ended December 31, 2012 are as follows:

*(in millions of won)*

	Intellectual property rights	Software	Member- ships	Develop- ment costs (*3)	Construction- in-progress (software)	Customer relation- ships	Tech- nology	Good- will (*3)	Others (*2)	Total
Acquisition cost as of January 1, 2012	523,873	407,832	50,078	392,473	10,819	24,011	11,074	23,912	13,090	1,457,160
Accumulated amortization as of January 1, 2012	(443,343)	(206,434)		(248,262)		(5,724)	(1,852)		(10,859)	(916,478)
Accumulated impairment loss as of January 1, 2012		(1,039)	(4,535)							(5,574)
Book value as of January 1, 2012	80,530	200,359	45,543	144,211	10,819	18,287	9,222	23,912	2,231	535,112
Acquisitions-internally developed				198,225						198,225
Other additions	19,079		155		63,219					82,453
Amortization (*1)	(13,413)	(110,958)		(143,079)		(3,440)	(1,106)		(929)	(272,925)
Impairment loss		(610)							(94)	(704)
Impairment loss			(3,393)	(27,300)				(9,319)		(40,012)
Transfer from construction-in-progress		70,777			(71,816)					(1,039)
Effect of movements in exchange rates		(710)		(2,881)					81	(3,510)
Book value as of December 31, 2012	86,196	158,858	42,305	169,176	2,222	14,847	8,116	14,593	1,289	497,602
Acquisition cost as of December 31, 2012	542,952	470,074	50,233	529,349	2,222	24,011	11,074	23,912	13,077	1,666,900
Accumulated amortization as of	(456,756)	(311,216)		(332,873)		(9,164)	(2,958)		(11,788)	(1,124,757)

December 31, 2012

Cumulated impairment loss as of December 31, 2012	(7,928)	(27,300)	(9,319)	(44,541)
---	---------	----------	---------	----------

- (\*1)The Group has classified the amortization as manufacturing overhead costs, selling expenses, administrative expenses and research and development expenses.
- (\*2)Others mainly consist of rights to use of electricity and gas supply facilities.
- (\*3)During 2012, the Group recognized impairment loss for the difference between the carrying amount and the recoverable amount (determined based on value in use) of goodwill and in-process research and development because the economic benefit from these assets are estimated to be less than previously expected.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**12. Intangible Assets, Continued**

Changes in intangible assets for the year ended December 31, 2013 are as follows:

(in millions of won)	Intellectual property rights	Software	Member- ships	Develop- ment costs	Construction- in-progress (software)	Customer relation- ships	Tech- nology	Good- will	Others (*2)	Total
Acquisition cost as of January 1, 2013	542,952	470,074	50,233	529,349	2,222	24,011	11,074	23,912	13,077	1,666,900
Accumulated amortization as of January 1, 2013	(456,756)	(311,216)		(332,873)		(9,164)	(2,958)		(11,788)	(1,124,735)
Impairment loss as of January 1, 2013			(7,928)	(27,300)				(9,319)		(44,547)
Book value as of January 1, 2013	86,196	158,858	42,305	169,176	2,222	14,847	8,116	14,593	1,289	497,600
Acquisitions-internally developed				123,271						123,271
Other additions	22,996		1,248		62,709				3	86,956
Amortization (*1)	(15,214)	(87,164)		(128,350)		(3,427)	(1,107)		(784)	(236,045)
Disposals	(285)		(1,215)	(854)						(2,354)
Impairment loss (reversal)		(35)	(1,330)							(1,365)
Transfer from construction-in-progress		54,227			(54,227)					
Effect of movements in exchange rates		121								121
Book value as of December 31, 2013	93,693	126,007	41,008	163,243	10,704	11,420	7,009	14,593	508	468,175
Acquisition cost as of December 31, 2013	561,400	524,759	50,258	617,355	10,704	24,011	11,074	14,593	13,089	1,827,243
Accumulated amortization as of December 31, 2013	(467,707)	(398,752)		(454,112)		(12,591)	(4,065)		(12,581)	(1,349,807)

Accumulated impairment loss as of December 31, 2013	(9,250)	(9,250)
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(\*1) The Group has classified the amortization as manufacturing overhead costs, selling expenses, administrative expenses and research and development expenses.

(\*2) Others mainly consist of rights to use of electricity and gas supply facilities.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. **Financial Instruments**

## (a) Credit Risk

## (i) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is as follows:

*(In millions of won)*

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Cash and cash equivalents	2,338,661	1,021,870
Deposits in banks	315,092	1,301,539
Trade accounts and notes receivable, net	3,334,341	3,128,626
Other accounts receivable, net	199,007	89,545
Available-for-sale financial assets	2,838	2,838
Other non-current financial assets	11,262	8,831
Deposits	62,862	21,439
	6,264,063	5,574,688

The maximum exposure to credit risk for trade accounts and notes receivable at the reporting date by geographic region was as follows:

*(In millions of won)*

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Domestic	205,454	264,703
Euro-zone countries	415,664	302,920
Japan	79,564	111,397
United States	1,392,303	1,048,005
China	881,018	784,597
Taiwan	166,839	438,929
Others	193,499	178,075
	3,334,341	3,128,626



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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

## (ii) Impairment loss

The aging of trade accounts and notes receivable at the reporting date was as follows:

*(In millions of won)*

	<b>December 31, 2012</b>		<b>December 31, 2013</b>	
	<b>Book value</b>	<b>Impairment loss</b>	<b>Book value</b>	<b>Impairment loss</b>
Not past due	3,298,888	(1,007)	3,091,184	(317)
Past due 1-15 days	18,307	(5)	30,005	(8)
Past due 16-30 days	12,152	(2)	7,504	(1)
Past due 31-60 days	2,829	(3)	82	(1)
Past due more than 60 days	3,184	(2)	181	(3)
	3,335,360	(1,019)	3,128,956	(330)

The movement in the allowance for impairment in respect of receivables for the years ended December 31, 2011, 2012 and 2013 is as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Balance at the beginning of the year	532	663	1,019
(Reversal of) Bad debt expense	131	356	(689)
Balance at the end of the year	663	1,019	330

There were no receivables written-off for the years ended December 31, 2011, 2012 and 2013.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

## (b) Liquidity Risk

(i) The following are the contractual maturities of financial liabilities, including estimated interest payments, as of December 31, 2013.

*(In millions of won)*

	Carrying amount	Total	Contractual cash flows				
			6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Secured bank loan	26,383	26,666	26,666				
Unsecured bank loans	1,241,981	1,328,471	62,990	215,284	307,146	741,754	1,297
Unsecured bond issues	2,634,415	2,879,462	356,430	389,800	686,574	1,446,658	
Trade accounts and notes payables	2,999,522	2,999,522	2,999,522				
Other accounts payable	1,374,664	1,374,664	1,372,004	2,660			
Other non-current liabilities	9,879	10,585			5,323	5,262	
	8,286,844	8,619,370	4,817,612	607,744	999,043	2,193,674	1,297

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**13. Financial Instruments, Continued**

## (c) Currency Risk

## (i) Exposure to currency risk

The Group's exposure to foreign currency risk based on notional amounts at the reporting date is as follows:

*(In millions)*

	December 31, 2012						
	USD	JPY	CNY	TWD	EUR	PLN	SGD
Cash and cash equivalents	1,466	7,540	536	2	61	2	
Trade accounts and notes receivable	2,656	433	1,223		95	37	
Other accounts receivable	66	95	340		1		
Available-for-sale financial assets				3			
Other assets denominated in foreign currencies	1	178	20	11			1
Trade accounts payable	(2,234)	(31,162)	(1,847)	(463)	(67)		
Other accounts payable	(109)	(12,948)	(725)	(8)	(38)	(8)	
Debt	(898)		(33)		(5)		
Bonds	(349)						
Net exposure	599	(35,864)	(486)	(455)	47	31	1

*(In millions)*

	December 31, 2013						
	USD	JPY	CNY	TWD	EUR	PLN	SGD
Cash and cash equivalents	710	1,961	1,108	20	20	38	
Deposits in banks					20		
Trade accounts and notes receivable	2,463	6,410	1,391	6	19	17	
Other accounts receivable	5		160		2		
Long-term other accounts receivable	8						
Available-for-sale financial assets				3			
Other assets denominated in foreign currencies	1	170	20	8			1
Trade accounts payable	(1,858)	(30,834)	(1,858)	(11)	(15)		
Other accounts payable	(191)	(4,404)	(1,528)	(12)	(34)	(8)	
Debt	(715)		(31)				
Net exposure	423	(26,697)	(738)	14	12	47	1



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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

Significant exchange rates applied during the reporting periods are as follows:

<i>(In won)</i>	Average rate			Reporting date spot rate	
	2011	2012	2013	December 31, 2012	December 31, 2013
USD	1,108.12	1,126.88	1,094.79	1,071.10	1,055.30
JPY	13.19	14.13	11.23	12.48	10.05
CNY	171.45	178.59	178.06	171.88	174.09
TWD	37.71	38.11	36.89	36.90	35.32
EUR	1,541.88	1,448.63	1,453.39	1,416.26	1,456.26
PLN	375.28	346.41	346.39	348.21	351.11
SGD	881.17	901.71	875.08	875.48	832.75

## (ii) Sensitivity analysis

A weaker won, as indicated below, against the following currencies which comprise the Group's assets or liabilities denominated in a foreign currency as of December 31, 2013 and 2012, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considers to be reasonably possible as of the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, would remain constant. The changes in equity and profit or loss would have been as follows:

<i>(In millions of won)</i>	December 31, 2012		December 31, 2013	
	Equity	Profit or loss	Equity	Profit or loss
USD (5 percent weakening)	21,637	32,664	15,198	22,224
JPY (5 percent weakening)	(17,921)	(13,935)	(11,007)	(7,526)
CNY (5 percent weakening)	(4,176)		(6,267)	(515)
TWD (5 percent weakening)	(838)	(5)	28	(4)
EUR (5 percent weakening)	2,491	2,629	250	1,877
PLN (5 percent weakening)	537	8	669	494
SGD (5 percent weakening)	16		31	

A stronger won against the above currencies as of December 31, 2012 and 2013 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain

constant.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

## (d) Interest Rate Risk

## (i) Profile

The interest rate profile of the Group's interest-bearing financial instruments at the reporting date is as follows:

<i>(In millions of won)</i>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Fixed rate instruments</b>		
Financial assets	2,656,591	2,326,247
Financial liabilities	(3,077,467)	(3,156,590)
	(420,876)	(830,343)
<b>Variable rate instruments</b>		
Financial liabilities	(1,378,390)	(746,189)

## (ii) Equity and profit or loss sensitivity analysis for variable rate instruments

For the years ended December 31, 2012 and 2013 a change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below for the respective following years. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

<i>(In millions of won)</i>	<b>Equity</b>		<b>Profit or loss</b>	
	<b>1%</b>	<b>1%</b>	<b>1%</b>	<b>1%</b>
	<b>increase</b>	<b>decrease</b>	<b>increase</b>	<b>decrease</b>
<b>December 31, 2012</b>				
Variable rate instruments	(10,448)	10,448	(10,448)	10,448
<b>December 31, 2013</b>				
Variable rate instruments	(5,656)	5,656	(5,656)	5,656

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

## (e) Fair Values

## (i) Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the consolidated statement of financial position, are as follows:

*(In millions of won)*

	December 31, 2012		December 31, 2013	
	Carrying amounts	Fair values	Carrying amounts	Fair values
<b>Assets carried at fair value</b>				
Available-for-sale financial assets	13,463	13,463	14,235	14,235
<b>Assets carried at amortized cost</b>				
Cash and cash equivalents	2,338,661	2,338,661	1,021,870	1,021,870
Deposits in banks	315,092	315,092	1,301,539	1,301,539
Trade accounts and notes receivable	3,334,341	3,334,341	3,128,626	3,128,626
Other accounts receivable	199,007	199,007	89,545	89,545
Other non-current financial assets	11,262	11,262	8,831	8,831
Deposits	62,862	62,862	21,439	21,439
	6,261,225	6,261,225	5,571,850	5,571,850
<b>Liabilities carried at amortized cost</b>				
Secured bank loans	53,555	53,555	26,383	26,383
Unsecured bank loans	1,783,698	1,823,514	1,241,981	1,266,521
Unsecured bond issues	2,618,604	2,677,038	2,634,415	2,689,697
Trade accounts and notes payable	4,147,036	4,147,036	2,999,522	2,999,522
Other accounts payable	2,641,958	2,641,901	1,374,664	1,374,719
Other non-current liabilities	30	30	9,879	9,959
	11,244,881	11,343,074	8,286,844	8,366,801

The basis for determining fair values is disclosed in note 4.



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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

13. Financial Instruments, Continued

## (ii) Interest rates used for determining fair value

The significant interest rates applied for determination of the above fair value at the reporting date are as follows:

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Debentures, loans and borrowings	3.69%	2.99%

## (iii) Fair value hierarchy

The table below analyzes financial instruments carried at fair value based on the input variables used in the valuation method to measure fair value of assets and liabilities. The different levels have been defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: inputs for the asset or liability that are not based on observable market data  
Financial instruments carried at fair value as of December 31, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>December 31, 2012</b>				
Assets:				
Available-for-sale financial assets	13,463			13,463

*(In millions of won)*

<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
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**December 31, 2013**

Assets:

Available-for-sale financial assets	14,235	14,235
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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**14. Financial Liabilities**

(a) Financial liabilities at the reporting date are as follows:

*(In millions of won)*

	December 31, 2012	December 31, 2013
<b>Current</b>		
Short-term borrowings	35,739	21,090
Current portion of long-term debt	979,533	886,852
	1,015,272	907,942
<b>Non-current</b>		
Won denominated borrowings	807,005	503,968
Foreign currency denominated borrowings	589,105	495,991
Bonds	2,044,475	1,994,878
	3,440,585	2,994,837

(b) Short-term borrowings at the reporting date are as follows:

*(In millions of won, USD and CNY)***Annual interest rate****as of**

<b>Lender</b>	<b>December 31, 2013 (%)</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Bank of China and others	1.24~6.56	35,739	21,000
Woori Bank	3.00		90
Foreign currency equivalent		USD 28 CNY 31	USD 15 CNY 31

35,739

21,090

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

14. **Financial Liabilities, Continued**

(c) Local currency long-term debt at the reporting date is as follows:

<i>(In millions of won)</i>	<b>Annual interest rate</b>		
		<b>December 31,</b>	<b>December 31,</b>
<b>Lender</b>	<b>as of</b>	<b>2012</b>	<b>2013</b>
	<b>December 31, 2013 (%)</b>		
Shinhan Bank and others	3-year Korean Treasury Bond rate less 1.25, 2.75	16,629	11,932
Korea Development Bank and others	4.51~4.96	845,072	496,632
Less current portion of long-term debt		(54,696)	(4,596)
		807,005	503,968

(d) Foreign currency long-term debt at the reporting date is as follows:

<i>(In millions of won, USD, CNY and EUR)</i>	<b>Annual interest rate</b>		
		<b>December 31,</b>	<b>December 31,</b>
<b>Lender</b>	<b>as of</b>	<b>2012</b>	<b>2013</b>
	<b>December 31, 2013 (%)</b>	<b>(*)</b>	
The Export-Import Bank of Korea		26,777	
Kookmin Bank and others	3ML+0.90~1.90, 6ML+1.78	905,080	738,710
China Communication Bank and others		7,956	
Foreign currency equivalent		USD 870	USD 700
		CNY 2	
		EUR 5	



Less current portion of long-term debt	(350,708)	(242,719)
	589,105	495,991

(\*) ML represents Month LIBOR (London Inter-Bank Offered Rates).

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For the years ended December 31, 2011, 2012 and 2013

**14. Financial Liabilities, Continued**

(e) Details of bonds issued and outstanding at the reporting date are as follows:

*(In millions of won and USD)*

	<b>Maturity</b>	<b>Annual interest rate as of December 31, 2013 (%)</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Won denominated bonds (*)</b>				
Publicly issued bonds	April 2014~  November  2018	2.90~5.89	2,250,000	2,640,000
Less discount on bonds			(5,579)	(5,585)
Less current portion			(199,946)	(639,537)
			2,044,475	1,994,878
<b>Bonds denominated in currencies other than won</b>				
Floating-rate bonds			374,885	
Foreign currency equivalent		USD	350	
Less discount on bonds			(702)	
Less current portion			(374,183)	
			2,044,475	1,994,878

(\*) Principal of the won denominated bonds is to be repaid at maturity and interests are paid quarterly in arrears.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**15. Provisions**

Changes in provisions for the year ended December 31, 2012 are as follows:

*(In millions of won)*

	<b>Litigations and claims (*1)</b>	<b>Warranties (*2)</b>	<b>Others</b>	<b>Total</b>
Balance of January 1, 2012	222,703	61,657	443	284,803
Additions	445,421	78,526	1,083	525,030
Usage	(467,535)	(84,799)		(552,334)
Balance at December 31, 2012	200,589	55,384	1,526	257,499
There of non-current		6,515		6,515

Changes in provisions for the year ended December 31, 2013 are as follows:

*(In millions of won)*

	<b>Litigations and claims (*1)</b>	<b>Warranties (*2)</b>	<b>Others</b>	<b>Total</b>
Balance of January 1, 2013	200,589	55,384	1,526	257,499
Additions	234,944	98,981	317	334,242
Usage and reclassification	(278,976)	(107,029)		(386,005)
Balance at December 31, 2013	156,557	47,336	1,843	205,736
There of current	156,557	42,331	1,843	200,731
There of non-current		5,005		5,005

(\*1) The Group expects that the provision for litigation and claims will be utilized in the next year.

(\*2) The provision for warranties covers defective products and is normally applicable for eighteen months from the date of purchase. The warranty liability is calculated by using historical and anticipated rates of warranty claims, and costs per claim to satisfy the Group's warranty obligation.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

16. The Nature of Expenses and Others

The classification of expenses by nature for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Changes in inventories	(102,154)	(72,637)	456,766
Purchases of raw materials, merchandise and others	15,714,809	17,845,211	14,293,048
Depreciation and amortization	3,651,446	4,469,412	3,834,518
Labor cost	2,192,328	2,500,323	2,618,910
Supplies and others	1,027,734	883,155	1,025,938
Outsourcing fees	138,638	345,362	736,744
Shipping costs	313,658	428,762	271,570
Utility	576,085	675,851	730,174
Fees and commissions	424,545	443,998	465,902
After-sale service expenses	72,350	106,391	116,766
Advertising	136,062	104,114	144,847
Taxes and dues	66,775	65,068	75,983
Travel	61,813	52,686	59,946
Others	944,938	1,173,008	1,303,143
(*)	25,219,027	29,020,704	26,134,255

(\*) Total expenses consist of cost of sales, selling, administrative, research and development expenses and other expenses, excluding foreign exchange differences.

For the year ended December 31, 2013, other income and other expenses contained exchange differences amounting to 1,068,646 million and 987,868 million, respectively (for the year ended December 31, 2011: 1,190,793 million and 1,220,143 million, respectively; for the year ended December 31, 2012: 1,228,847 million and 1,095,280 million, respectively) (note 26).

The expenses for the years ended December 31, 2011 and 2012 were reclassified to conform to the classification for the year ended December 31, 2013.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**17. Selling and Administrative Expenses**

Details of selling and administrative expenses for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Salaries	204,491	224,019	232,362
Expenses related to defined benefit plan	18,456	20,282	22,037
Other employee benefits	63,314	56,967	70,254
Shipping costs	262,247	349,691	215,017
Fees and commissions	173,918	190,207	197,237
Depreciation	59,182	112,890	96,115
Taxes and dues	31,987	28,444	33,998
Advertising	136,062	104,114	144,847
After-sale service	72,350	106,391	116,766
Rent	28,262	25,829	23,299
Insurance	8,846	11,197	11,887
Travel	26,014	20,518	22,564
Training	17,949	12,856	12,080
Others	54,852	44,031	51,358
	<b>1,157,930</b>	<b>1,307,436</b>	<b>1,249,821</b>

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## Notes to the Consolidated Financial Statements

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**18. Employee Benefits**

The Controlling Company and certain subsidiaries defined benefit plans provide a lump-sum payment to an employee based on final salary rates and length of service at the time the employee leaves the Controlling Company.

The defined benefit plans expose the Group actuarial risks, such as the risk associated with expected periods of service, interest rate risk, market (investment) risk, and others with the defined benefit plan.

(a) Recognized liabilities for defined benefit obligations at the reporting date are as follows:

*(In millions of won)*

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Present value of partially funded defined benefit obligations	672,370	807,738
Fair value of plan assets	(491,730)	(488,651)
	<b>180,640</b>	<b>319,087</b>

(b) Changes in the present value of the defined benefit obligations for the years ended December 31, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2012</b>	<b>2013</b>
Opening defined benefit obligations	486,981	672,370
Current service cost	130,160	149,979
Interest cost	22,909	26,019
Remeasurements (before tax)	75,921	(1,373)
Benefit payments	(40,913)	(41,264)
Transfers from related parties	(2,598)	2,007
Closing defined benefit obligations	<b>672,370</b>	<b>807,738</b>

Weighted average duration of defined benefit obligations as of December 31, 2012 and 2013 are 13.8 years and 13.4 years, respectively.

(c) Changes in fair value of plan assets for the years ended December 31, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2012</b>	<b>2013</b>
Opening fair value of plan assets	340,253	491,730
Interest income	14,190	16,545
Remeasurements (before tax)	199	6
Contributions by employer directly to plan assets	160,000	15,000
Benefit payments	(22,912)	(34,630)
Closing fair value of plan assets	491,730	488,651

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

18. Employee Benefits, Continued

(d) Plan assets at the reporting date are as follows:

*(In millions of won)*

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Guaranteed deposits in banks	491,730	488,651

As of December 31, 2013, the Controlling Company maintains the plan assets with Mirae Asset Securities Co., Ltd., Shinhan Bank, etc.

The Controlling Company's estimated contribution to the plan assets for the year ending December 31, 2014 is

111,829 under the assumption that the Controlling Company continues to maintain the plan assets at 70% of the amount payable if all the employees of the Controlling Company would leave the Controlling Company on December 31, 2014.

(e) Expenses recognized in profit or loss for the years ended December 31, 2011, 2012 and 2013 are as follows:

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Current service cost	107,338	130,160	149,979
Net interest cost	6,632	8,719	9,474
	<b>113,970</b>	<b>138,879</b>	<b>159,453</b>

Expenses are recognized in the following line items in the consolidated statements of comprehensive income:

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Cost of sales	87,044	108,801	126,716
Selling expenses	8,333	10,087	10,478
Administrative expenses	10,123	10,195	11,559
Research and development expenses	8,470	9,796	10,700
	<b>113,970</b>	<b>138,879</b>	<b>159,453</b>

- (f) Remeasurements of defined benefit liability (asset) included in other comprehensive income for the years ended December 31, 2011, 2012 and 2013 are as follows:

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Balance at January 1	(11,277)	(28,950)	(86,524)
Remeasurements			
Actuarial profit or loss arising from:			
Experience adjustment	8,640	(34,372)	(33,447)
Demographic assumptions		(19,939)	(3,791)
Financial assumptions	(33,624)	(21,610)	38,611
Return on plan assets	1,256	199	6
Share of associates regarding remeasurements	(4)	(177)	(381)
	(23,732)	(75,899)	998
Income tax	6,059	18,325	(334)
Balance at December 31	(28,950)	(86,524)	(85,860)

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

18. Employee Benefits, Continued

(g) Principal actuarial assumptions at the reporting date (expressed as weighted averages) are as follows:

	2011	2012	2013
Expected rate of salary increase	5.6%	5.1%	5.1%
Discount rate for defined benefit obligations	4.9%	4.0%	4.4%

Assumptions regarding future mortality are based on published statistics and mortality tables. The current mortality underlying the values of the liabilities in the defined benefit plans are as follows:

		December 31, 2012	December 31, 2013
Twenties	Males	0.01%	0.01%
	Females	0.00%	0.00%
Thirties	Males	0.02%	0.01%
	Females	0.01%	0.01%
Forties	Males	0.04%	0.03%
	Females	0.02%	0.01%
Fifties	Males	0.08%	0.06%
	Females	0.04%	0.03%

(h) Reasonably possible changes to respective relevant actuarial assumptions would have affected the defined benefit obligations by the amounts as of December 31, 2013 are as follows:

	Defined benefit obligation	
	1% increase	1% decrease
Discount rate for defined benefit obligations	(93,695)	113,664
Expected rate of salary increase	111,877	(94,103)

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For the years ended December 31, 2011, 2012 and 2013

**19. Other Liabilities**

Other liabilities at the reporting date are as follows:

*(In millions of won)*

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
<b>Current liabilities</b>		
Withholdings	22,929	26,865
Unearned revenues	4,732	4,732
	27,661	31,597
<b>Non-current liabilities</b>		
Long-term accrued expenses	319,499	335,447
Long-term other accounts payable	30	39,559
Long-term unearned revenues	12,226	7,494
	331,755	382,500

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**20. Commitments*****Factoring and securitization of accounts receivable***

The Controlling Company has agreements with Korea Development Bank and several other banks for accounts receivable sales negotiating facilities of up to an aggregate of USD 1,713 million ( 1,808,235 million) and JPY 5,000 million ( 50,233 million) in connection with the Controlling Company's export sales transactions with its subsidiaries. As of December 31, 2013, no short-term borrowings were outstanding in connection with these agreements. In connection with all of the contracts in this paragraph, the Controlling Company has sold its accounts receivable with recourse.

The Controlling Company and oversea subsidiaries entered into agreements with financial institutions for accounts receivables sales negotiating facilities. Respective maximum amount of accounts receivables sales and the amount of sold accounts receivables before maturity by contract are as follows:

*(In millions of USD and  
KRW)*

	Financial institutions		Maximum Contractual amount	KRW equivalent	Not yet due Amount	KRW equivalent
<b>Controlling Company</b>	Shinhan Bank	KRW	100,000	100,000		
	Standard Chartered Bank	USD	73	77,037		
<b>Subsidiaries</b>						
LG Display Singapore Pte. Ltd.	Standard Chartered Bank	USD	250	263,825	USD	184
	Citibank	USD	100	105,530		193,895
LG Display Taiwan Co., Ltd.	Taishin International Bank	USD	1,006	1,061,632	USD	65
	BNP Paribas	USD	65	68,595		68,588
	Chinatrust Commercial Bank	USD	160	168,848	USD	77
	Citibank	USD	222	234,277	USD	30
	Standard Chartered Bank	USD	280	295,484	USD	69
	Sumitomo Mitsui Banking Corporation	USD	100	105,530	USD	20
LG Display Shanghai Co., Ltd.	BNP Paribas	USD	130	137,189	USD	76
	Hongkong & Shanghai Banking Corp.	USD	200	211,060	USD	55

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	Standard Chartered Bank	USD	50	52,765		
	Bank of China Ltd.		Not applicable		USD	27 28,565
LG Display Shenzhen Co., Ltd.	Bank of China Ltd.		Not applicable			
	Bank of Communications Co. Ltd.		Not applicable			
	Standard Chartered Bank		Not applicable		USD	23 24,461

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For the years ended December 31, 2011, 2012 and 2013

**20. Commitments, Continued***Factoring and securitization of accounts receivable, Continued*

<i>(In millions of USD and KRW)</i>	<b>Financial institutions</b>	<b>Maximum</b>		<b>Not yet due</b>	
		<b>Contractual amount</b>	<b>KRW equivalent</b>	<b>Amount</b>	<b>KRW equivalent</b>
LG Display Germany GmbH	Citibank	USD 307	323,977	USD 130	137,256
	Commerzbank AG, etc.	Not applicable		USD 24	24,968
LG Display America, Inc.	Australia and New Zealand Banking Group Limited	USD 80	84,424		
	Standard Chartered Bank	USD 50	52,765		
	Citibank	USD 200	211,060	USD 200	210,836
LG Display Japan Co., Ltd.	Sumitomo Mitsui Banking Corporation	USD 180	189,954	USD 64	67,190
	Sumitomo Mitsui Banking Corporation	USD 90	94,977	USD 4	4,255
		USD 3,470	3,661,892	USD 1,048	1,105,165
		USD 3,543		USD 1,048	
			3,838,929		1,105,165
		KRW 100,000			

In connection with all of the contracts in the above table, the Controlling Company has sold its accounts receivable without recourse.

*Letters of credit*

As of December 31, 2013, the Controlling Company has agreements in relation to the opening of letters of credit up to USD 15 million ( 15,830 million) with Korea Exchange Bank, USD 15 million ( 15,830 million) with China Construction Bank, JPY 1,000 million ( 10,047 million) with Woori Bank, USD 100 million ( 105,330 million) with Bank of China, USD 60 million ( 63,318 million) with Sumitomo Mitsui Banking Corporation, USD 30 million ( 31,659 million) with Hana Bank and USD 30 million ( 31,659 million) with Shinhan Bank.

Payment guarantees

The Controlling Company obtained payment guarantees amounting to USD 8.5 million ( 8,970 million) and EUR 215 million ( 313,096 million) from Royal Bank of Scotland and other various banks for a number of occasions including value added tax payments in Poland.

LG Display Japan Co., Ltd. and other subsidiaries are provided with payment guarantees from the Bank of Tokyo-Mitsubishi UFJ and other various banks amounting to USD 7 million ( 7,387 million), JPY 700 million ( 7,033 million), CNY 880 million ( 153,199 million), TWD 10 million ( 353 million) and PLN 0.2 million ( 70 million), respectively, for their local tax payments.



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For the years ended December 31, 2011, 2012 and 2013

20. Commitments, Continued

*Credit facility agreements*

LG Display Japan Co., Ltd. and other subsidiaries have entered into short-term credit facility agreements of up to USD 60 million ( 63,318 million) and JPY 8,000 million ( 80,373 million) in total, with Mizuho Corporate Bank and other various banks.

*License agreements*

As of December 31, 2013, in relation to its TFT-LCD business, the Group has technical license agreements with Hitachi Display, Ltd. and others and has a trademark license agreement with LG Corp.

*Long-term supply agreement*

In connection with long-term supply agreements, as of December 31, 2013, the Controlling Company's balance of advances received from a customer amount to USD 980 million ( 1,034,194 million) (2012: USD 1,380 million ( 1,478,118 million)) in aggregate. The advances received will be offset against outstanding accounts receivable balances after a given period of time, as well as those arising from the supply of products thereafter. The Controlling Company received a payment guarantee amounting to USD 200 million ( 211,060 million) from the Industrial Bank of Korea relating to advances received.

*Pledged Assets*

Regarding the secured bank loan amounting to USD 25 million ( 26,383 million) from the Export-Import Bank of Korea, the Controlling Company provided part of its OLED machinery as pledged assets.

21. Legal Proceedings

(a) Patent infringements

*Industrial Technology Research Institute of Taiwan*

In 2012, the United States International Trade Commission ( USITC ) granted a motion by Industrial Technology Research Institute of Taiwan ( ITRI ) to add the Controlling Company and LG Display America, Inc. as additional respondents in an investigation under Section 337 of the United States Tariff Act (In the Matter of Certain Devices for Improving Uniformity Used in a Backlight Module and Components Thereof and Products Containing the Same,

Investigation No. 337-TA-805). ITRI is seeking an exclusion order which prohibits the importation of televisions and monitors incorporating the Controlling Company's products into the United States for alleged patent infringement. On October 22, 2012, USITC issued a Notice of Initial Determination finding that the Controlling Company and LG Display America, Inc. did not infringe the asserted patent of ITRI. On May 17, 2013, USITC issued a final determination finding that the patent was invalid and the Controlling Company and LG Display America, Inc. had not infringed ITRI's patents. Meanwhile, on June 28, 2013, ITRI appealed the USITC's decision to the United States Court of Appeals for the Federal Circuit (CAFC). The Controlling Company does not have a present obligation for this matter and has not recognized any provision at December 31, 2013. It is not possible to reasonably estimate an amount of potential loss, if any, because the USITC is not statutorily authorized to award damages in Section 337 investigations and the Controlling Company and LG Display America, Inc. do not anticipate any assessment of damages by the USITC regardless of the final outcome of the investigation.

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21. Legal Proceedings, Continued

*Delaware Display Group LLC and Innovative Display Technologies LLC*

In December 2013, Delaware Display Group LLC and Innovative Display Technologies LLC filed a patent infringement case against the Controlling Company in the United States District Court for the District of Delaware. The Controlling Company does not have a present obligation for this matter and has not recognized any provision at December 31, 2013. It is not possible to reasonably estimate an amount of potential loss, if any, because the plaintiffs have not provided any information regarding damages.

(b) Contract Termination

*Request for arbitration of Arkema France and its subsidiary*

In October 2012, Arkema France ( Arkema ) and its subsidiary filed a request for arbitration in the International Court of Arbitration of the International Chamber of Commerce regarding termination of a contract with the Controlling Company. In April 2014, the Controlling Company reached a settlement with Arkema. The timing and amount of outflows are uncertain and the outcome depends upon the ICC arbitration proceedings.

(c) Anti-trust investigation and litigation

In January 2010, the Controlling Company received notice of the antitrust investigation by the Secretariat of Economic Law of Brazil. To date, the investigation by the Secretariat of Economic Law of Brazil is ongoing. The timing and amount of outflows are uncertain and the outcome depends upon the investigation proceedings.

In August 2011, the Korea Fair Trade Commission (the KFTC ) issued an Examination Report finding that the Controlling Company engaged in anti-competitive activities in violation of Korean fair trade laws and a hearing was held in October 2011. In December 2011, the KFTC imposed a fine on the Controlling Company and certain of its subsidiaries of approximately 31,378 million which the Controlling Company paid in February 2012. The Controlling Company filed an appeal of the decision with the Seoul High Court in December 2011. In February 2014, the Seoul High Court annulled the fining decision of the KFTC. In March 2014, the KFTC filed an appeal to the Supreme Court. Any future recovery of the previously paid fine will be recognized when it is virtually certain.

Certain individual plaintiffs filed complaints in various state or federal courts in the United States alleging violation of the respective antitrust laws and related laws by various LCD panel manufacturers. To date the Controlling Company is defending against nineteen Direct Action Plaintiffs including Motorola Mobility, Inc., Electrograph Technologies Corp. and its affiliates, TracFone Wireless Inc., Costco Wholesale Corp., Office Depot, Inc., Interbond Corp. of

America (BrandsMart), P.C. Richard & Son Long Island Corp., MARTA Cooperative of America, Inc., ABC Appliance (ABC Warehouse), Schultze Agency Services, LLC (Tweeter), AASI Creditor Liquidating Trust for All American Semiconductor Inc., Tech Data Corp. and its affiliate, CompuCom Systems, Inc., NECO Alliance LLC, Proview Technology, Inc. and its affiliates, Acer America Corp. and its affiliates, and the attorneys general of Illinois, Washington and Oregon. The timing and amounts of outflows are uncertain and the outcomes depend upon the various court proceedings.

In Canada, the Ontario Superior Court of Justice certified the class action complaints filed by the direct and indirect purchasers in May 2011. The Controlling Company is pursuing an appeal of the decision as well as defending the on-going class actions in Quebec and British Columbia. The timing and amount of outflows are uncertain and the outcome depends upon the court proceedings.

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21. Legal Proceedings, Continued

While the Group continues its vigorous defense of the various pending proceedings described above management's assessment of the facts and circumstances could change based upon new information, intervening events and the final outcome of the cases. Consequently, the actual results could be materially different from management's current estimates.

22. Capital and Reserves

(a) Share capital

The Controlling Company is authorized to issue 500,000,000 shares of capital stock (par value 5,000), and as of December 31, 2012 and December 31, 2013, the number of issued common shares is 357,815,700. There have been no changes in the capital stock from January 1, 2011 to December 31, 2013.

(b) Reserves

Reserves consist mainly of the following:

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets until the investments are derecognized or impaired.

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For the years ended December 31, 2011, 2012 and 2013

**23. Related Parties****(a) Related parties**

Related parties for the year ended December 31, 2013 are as follows:

<b>Classification</b>	<b>Description</b>
Associates and joint ventures(*)	Suzhou Raken Technology Co., Ltd. and others
Subsidiaries of Associates	ADP System Co., Ltd. and others
Entity that has significant influence over the Controlling Company	LG Electronics Inc.
Subsidiaries of the entity that has significant influence over the Controlling Company	Subsidiaries of LG Electronics Inc.

(\*) Details of associates and joint ventures are described in note 1 and 10.

Related parties other than associates and joint ventures that have transactions such as sales or balance of trade accounts and notes receivable and payable with the Controlling Company for the years ended December 31, 2012 and 2013 are as follows:

<b>Classification</b>	<b>December 31, 2012</b>	<b>December 31, 2013</b>
Subsidiaries of associates	ADP System Co., Ltd. Shinbo Electric Co., Ltd. AVATEC Electronics Yantai Co., Ltd.	ADP System Co., Ltd. Shinbo Electric Co., Ltd. AVATEC Electronics Yantai Co., Ltd.
Entity that has significant influence over the Controlling Company	LG Electronics Inc.	LG Electronics Inc.
Subsidiaries of the entity that has significant influence over the Controlling Company	Hi Business Logistics Co., Ltd. Hi Entech Co., Ltd. LG Hitachi Water Solutions Co., Ltd. LG Innotek Co., Ltd. Hanuri Co., Ltd.	Hi Business Logistics Co., Ltd. Hiplaza Co., Ltd. Hi Entech Co., Ltd. LG Hitachi Water Solutions Co., Ltd. LG Innotek Co., Ltd.

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Qingdao LG Inspur Digital Communication Co., Ltd.	Hanuri Co., Ltd.
LG Innotek Poland Sp. z o.o.	Qingdao LG Inspur Digital Communication Co., Ltd.
LG Innotek (Guangzhou) Co., Ltd.	LG Innotek Poland Sp. z o.o.
LG Electronics Wroclaw Sp. z o.o.	LG Innotek (Guangzhou) Co., Ltd.
LG Electronics Vietnam Co., Ltd.	LG Electronics Wroclaw Sp. z o.o.
LG Electronics Reynosa, S.A. DE C.V. LG Electronics Thailand Co., Ltd.	LG Electronics Vietnam Co., Ltd.
LG Electronics Taiwan Taipei Co., Ltd.	LG Electronics Reynosa, S.A. DE C.V.
	LG Electronics Thailand Co., Ltd.

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23. Related Parties, Continued**Classification**

	<b>December 31, 2012</b>	<b>December 31, 2013</b>
	LG Electronics Shenyang Inc.	LG Electronics Taiwan Taipei Co., Ltd.
	LG Electronics RUS, LLC	LG Electronics Shenyang Inc.
	LG Electronics Nanjing Display Co., Ltd.	LG Electronics RUS, LLC
	LG Electronics Mlawa Sp. z o.o.	LG Electronics Nanjing Display Co., Ltd.
	LG Electronics Mexicali, S.A. DE C.V.	LG Electronics Mlawa Sp. z o.o.
	LG Electronics India Pvt. Ltd.	LG Electronics Mexicali, S.A. DE C.V.
	LG Electronics do Brasil Ltda.	LG Electronics India Pvt. Ltd.
	LG Electronics (Hangzhou) Co., Ltd.	LG Electronics do Brasil Ltda.
	Inspur LG Digital Mobile Communications Co., Ltd.	LG Electronics Air-Conditioning (Shandong) Co., Ltd.
	Hi Logistics Europe B.V.	LG Electronics (Kunshan) Computer Co., Ltd.
	Hi Logistics (China) Co., Ltd.	LG Electronics (Hangzhou) Co., Ltd.
		Inspur LG Digital Mobile Communications Co., Ltd.
		Hi Logistics Europe B.V.
		Hi Logistics (China) Co., Ltd.



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23. Related Parties, Continued

## (b) Key management personnel compensation

Compensation costs of key management for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Short-term benefits	1,529	1,567	2,591
Expenses related to the defined benefit plan	396	173	1,139
	1,925	1,740	3,730

Key management refers to the registered directors who have significant control and responsibilities over the Controlling Company's operations and business.

(c) Significant transactions such as sales of goods and purchases of raw material and outsourcing service and others, which occurred in the normal course of business with related parties for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>			
	<b>Sales and others</b>	<b>Purchase of raw material and others</b>	<b>Acquisition of property, plant and equipment</b>	<b>Other costs</b>
<b>Joint Venture</b>				
Suzhou Raken Technology Co., Ltd.	755,643		1,174	

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For the years ended December 31, 2011, 2012 and 2013

23. Related Parties, Continued*(In millions of won)*

	<b>2011</b>			
	<b>Sales and others</b>	<b>Purchase of material and others</b>	<b>Acquisition of property, plant and equipment</b>	<b>Other costs</b>
<b>Associates and its subsidiaries</b>				
New Optics LTD.	29	210,397		4,641
LIG ADP Co., Ltd.	300	1,305	87,182	6,598
TLI Inc.	242	39,068		525
AVACO Co., Ltd.	336	1,072	211,573	6,312
Paju Electric Glass Co., Ltd.	4,401	958,229		13,495
LB Gemini New Growth Fund No. 16	850			
SINPU (Guangzhou) Electronic Ltd.		272,429		
	6,158	1,482,500	298,755	31,571
<b>Entity that has significant influence over the Controlling Company</b>				
LG Electronics Inc.	1,547,985	73,891	237,105	34,398
<b>Subsidiaries of the entity that has significant influence over the Controlling Company</b>				
LG Electronics India Pvt. Ltd.	112,694			
LG Electronics Mexicali, S.A. DE C.V.	19,623			
LG Electronics Wroclaw Sp. z o.o.	683,892			
LG Electronics Mlawo Sp. z o.o.	281,524			
LG Electronics Vietnam Co., Ltd.	27,507			
LG Electronics Thailand Co., Ltd.	66,589			
LG Electronics Nanjing Display Co., Ltd.	439,663			253
LG Electronics RUS, LLC	257,397			

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23. Related Parties, Continued*(In millions of won)*

	<b>Sales and others</b>	<b>2011 Acquisition of property, plant and equipment</b>		
		<b>Purchase of material and others</b>	<b>Other costs</b>	<b>Other costs</b>
LG Electronics do Brasil Ltda.	320,157			22
LG Electronics Reynosa, S.A. DE C.V.	883,377			
LG Electronics Shenyang Inc.	87,542			
LG Electronics Taiwan Taipei Co., Ltd.	44,868			
Hi Business Logistics Co., Ltd.	41			20,509
Hi Logistics Europe B.V.				14,105
LG Innotek Co., Ltd.	4,709	241,219		9,295
LG Innotek Poland Sp. z o.o.		20,268		5
Qingdao LG Inspur Digital Communication Co., Ltd.	22,872			
Inspur LG Digital Mobile Communications Co., Ltd.	24,045			
Others		1,822		3,376
	3,276,500	263,309		47,565
	5,586,286	1,819,700	537,034	113,534

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23. Related Parties, Continued*(In millions of won)*

	Sales and others	Purchase of raw material and others	2012 Acquisition of property, plant and equipment	Outsourcing fees	Other costs
<b>Joint Venture</b>					
Suzhou Raken Technology Co., Ltd.	663,297			147,880	24
<b>Associates and its subsidiaries</b>					
New Optics LTD.	8	164,152			6,426
LIG ADP Co., Ltd.		2,165	25,607		2,691
TLI Inc.		54,829			843
AVACO Co., Ltd.	204	719	88,510		4,993
AVATEC Co., Ltd.				7,580	2,529
AVATEC Electronics Yantai Co., Ltd.					4,704
Paju Electric Glass Co., Ltd.		1,052,850			6,667
Shinbo Electric Co., Ltd.	7,184	1,039,740			3
Narenanotech Corporation		358	39,027		12,624
Glonix Co., Ltd.		525			3,149
ADP System Co., Ltd.		454	9		179
YAS Co., Ltd.			28		102
	7,396	2,315,792	153,181	7,580	44,910
<b>Entity that has significant influence over the Controlling Company</b>					
LG Electronics Inc.	1,622,289	61,233	148,665		22,045
<b>Subsidiaries of the entity that has significant influence over the Controlling Company</b>					
LG Electronics India Pvt. Ltd.	116,974				

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23. Related Parties, Continued*(In millions of won)*

	Sales and others	Purchase of raw material and others	2012 Acquisition of property, plant and equipment	Outsourcing fees	Other costs
LG Electronics Vietnam Co., Ltd.	36,738				
LG Electronics Thailand Co., Ltd.	86,944				
LG Electronics Nanjing Display Co., Ltd.	250,656				
LG Electronics RUS, LLC	467,962				
LG Electronics do Brasil Ltda.	371,006				340
Hi Business Logistics Co., Ltd.	41				24,356
Hi Logistics Europe B.V.					11,941
LG Innotek Co., Ltd.	10,205	408,657			4,462
LG Innotek Poland Sp. z o.o.		23,024			
LG Innotek (Guangzhou) Co., Ltd.	44,043	3,952			
Qingdao LG Inspur Digital Communication Co., Ltd.	4,536				
Inspur LG Digital Mobile Communications Co., Ltd.	14,036				
LG Electronics Mexicali, S.A. DE C.V.	264,672				
LG Electronics Mlawa Sp. z o.o.	476,056				
LG Electronics Shenyang Inc.	177,477				
LG Electronics Taiwan Taipei Co., Ltd.	45,899				
LG Electronics Reynosa, S.A. DE C.V.	1,345,205				
LG Electronics Wroclaw Sp. z o.o.	889,672				13
Others		3,041			2,711
	4,602,122	438,674			43,823
	6,895,104	2,815,699	301,846	155,460	110,802

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For the years ended December 31, 2011, 2012 and 2013

**23. Related Parties, Continued***(In millions of won)*

	Sales and others	Purchase of raw material and others	2013 Acquisition of property, plant and equipment	Outsourcing fees	Other costs
<b>Joint Venture</b>					
Suzhou Raken Technology Co., Ltd.	493,701			166,571	2
<b>Associates and their subsidiaries</b>					
New Optics LTD.		76,929		2,470	6,315
LIG ADP Co., Ltd.		666	8,743		3,102
TLI Inc.		58,881			1,473
AVACO Co., Ltd.		665	45,067		4,762
AVATEC Co., Ltd.	292	23		61,738	3,897
AVATEC Electronics Yantai Co., Ltd.					265
Paju Electric Glass Co., Ltd.		734,714			4,713
LB Gemini New Growth Fund No. 16	880				
Shinbo Electric Co., Ltd.	11,931	730,010			64,081
Narenanotech Corporation	300	328	2,061		412
Glonix Co., Ltd		5,209			115
ADP System Co., Ltd.		924	1,524		692
YAS Co., Ltd.		1,941	82,483		855
	13,403	1,610,290	139,878	64,208	90,682
<b>Entity that has significant influence over the Controlling Company</b>					
LG Electronics Inc.	1,971,781	39,237	208,531		38,450
<b>Subsidiaries of the entity that has significant influence over the Controlling Company</b>					
LG Electronics India Pvt. Ltd.	108,084				77
LG Electronics Vietnam Co., Ltd.	42,366				
LG Electronics Thailand Co., Ltd.	69,674				

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**23. Related Parties, Continued***(In millions of won)*

	<b>Sales and others</b>	<b>Purchase of raw material and others</b>	<b>2013 Acquisition of property, plant and equipment</b>	<b>Outsourcing fees</b>	<b>Other costs</b>
LG Electronics Nanjing Display Co., Ltd.	437,771				
LG Electronics RUS, LLC	632,009				
LG Electronics do Brasil Ltda.	308,432				
Hi Business Logistics Co., Ltd.	41				30,611
Hi Logistics Europe B.V.					5,488
LG Innotek Co., Ltd.	6,139	448,794			5,109
LG Innotek Poland Sp. z o.o.		6,442			161
LG Innotek (Guangzhou) Co., Ltd.		5,937			151
LG Hitachi Water Solutions Co., Ltd.			29,344		406
Qingdao LG Inspur Digital Communication Co., Ltd.	32,585				
Inspur LG Digital Mobile Communications Co., Ltd.	59,715				
LG Electronics Mexicali, S.A. DE C.V.	289,670				
LG Electronics Mlawa Sp. z o.o.	365,054				
LG Electronics Shenyang Inc.	156,577				
LG Electronics Taiwan Taipei Co., Ltd.	34,139				
LG Electronics Reynosa, S.A. DE C.V.	795,326				300
LG Electronics Wroclaw Sp. z o.o.	872,763				104
Others	132	2,229			3,703
	4,210,477	463,402	29,344		46,110
	6,689,362	2,112,929	377,753	230,779	175,244

As a result of the amendment of IFRS 10, related parties consolidated statements of financial position as at January 1, 2012 and as of December 31, 2012 and related parties consolidated statements of comprehensive income for the years ended December 31, 2011 and 2012 are restated. Accordingly, relevant related parties transaction amounts and accounts balances for the years ended December 31, 2011 and 2012 are represented.





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For the years ended December 31, 2011, 2012 and 2013

23. Related Parties, Continued

(d) Trade accounts and notes receivable and payable as of December 31, 2012 and 2013 are as follows:

*(In millions of won)*

	Trade accounts and notes receivable and others		Trade accounts and notes payable and others	
	December 31, 2011	December 31, 2013	December 31, 2012	December 31, 2013
<b>Joint Venture</b>				
Suzhou Raken Technology Co., Ltd.	92,870	66,855	168,620	104,119
<b>Associates</b>				
New Optics LTD.			26,807	8,998
LIG ADP Co., Ltd.			29,714	1,649
TLI Inc.			4,036	10,418
AVACO Co., Ltd.			83,756	15,390
AVATEC Co., Ltd.			5,523	10,041
AVATEC Electronics Yantai Co., Ltd.			484	1,122
Paju Electric Glass Co., Ltd.			168,845	108,379
Shinbo Electric Co., Ltd.	521	4,562	246,289	165,823
Narenanotech Corporation			43,022	1,766
Glonix Co., Ltd.			503	1,987
ADP System Co., Ltd.			585	1,410
YAS Co., Ltd.			863	17,156
	521	4,562	610,427	344,139

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For the years ended December 31, 2011, 2012 and 2013

23. Related Parties, Continued*(In millions of won)*

	Trade accounts and notes receivable and others		Trade accounts and notes payable and others	
	December 31, 2012	December 31, 2013	December 31, 2012	December 31, 2013
<b>Entity that has significant influence over the Controlling Company</b>				
LG Electronics Inc.	190,663	278,165	63,645	74,085
<b>Subsidiaries of the entity that has significant influence over the Controlling Company</b>				
LG Electronics India Pvt. Ltd.	4,181	7,414		
LG Electronics Vietnam Co., Ltd.	9,413	8,827		
LG Electronics Thailand Co., Ltd.	13,342	10,141		
LG Electronics RUS, LLC	77,503	91,018		
LG Innotek Co., Ltd.	563	3	111,851	84,727
Qingdao LG Inspur Digital Communication Co., Ltd.	530	24,671		
Inspur LG Digital Mobile Communications Co., Ltd.	2,156	15,824		
LG Electronics Mexicali, S.A. DE C.V.	38,434	1,649		
LG Electronics Mlawa Sp. z o.o.	98,452	55,908		
LG Electronics Nanjing Display Co., Ltd.	71,679	79,978		216
LG Electronics Shenyang Inc.	53,653	25,578		
LG Electronics Taiwan Taipei Co., Ltd	7,287	3,334		
LG Electronics Reynosa, S.A. DE C.V.	56,493	5,027	25	
LG Electronics Wroclaw Sp. z o.o.	29,695	11,736		
Others	3,214	1,854	12,463	7,584
	466,595	342,962	124,339	92,527
	750,649	692,544	967,031	614,870

As a result of the amendment of IFRS 10, related parties consolidated statements of financial position as at January 1, 2012 and as of December 31, 2012 are restated. Accordingly, relevant related parties transaction amounts and accounts balances for the year ended December 31, 2012 are represented.

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**24. Geographic and Other Information**

The following is a summary of sales by region based on the location of the customers for the years ended December 31, 2011, 2012 and 2013.

## (a) Revenue by geography

*(In millions of won)*

<b>Region</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Domestic	1,963,501	2,149,646	2,691,826
Foreign			
China	14,292,700	16,766,696	15,229,822
Asia (excluding China)	2,291,916	2,900,738	3,039,652
United States	2,216,695	3,209,225	2,446,128
Europe	3,526,477	4,403,363	3,625,607
	22,327,788	27,280,022	24,341,209
	24,291,289	29,429,668	27,033,035

Sales to Company A and Company B constituted 26% and 23% of total revenue, respectively, for the year ended December 31, 2013 (2011: 20% and 17%, 2012: 23% and 22%). The Group's top ten end-brand customers together accounted for 76% of sales for the year ended December 31, 2013 (2011: 71%, 2012: 71%).

## (b) Non-current assets by geography

*(In millions of won)*

<b>Region</b>	<b>December 31, 2012</b>	
	<b>Property, plant and equipment</b>	<b>Intangible assets</b>
Domestic	12,002,578	488,678
Foreign		
China	939,929	7,499
Others	165,004	1,425

Sub total	1,104,933	8,924
Total	13,107,511	497,602

*(In millions of won)*

<b>Region</b>	<b>December 31, 2013</b>	
	<b>Property, plant and equipment</b>	<b>Intangible assets</b>
Domestic	10,293,502	461,635
Foreign		
China	1,367,276	5,440
Others	147,556	1,110
Sub total	1,514,832	6,550
Total	11,808,334	468,185

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For the years ended December 31, 2011, 2012 and 2013

24. Geographic and Other Information, Continued

## (c) Revenue by product and services

*(In millions of won)*

<b>Product</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Panels for:			
TFT-LCD televisions	11,579,129	13,511,535	11,779,116
Desktop monitors	4,975,379	5,039,066	5,255,564
Tablet products	2,224,495	3,713,950	3,574,812
Notebook computers	3,246,002	3,667,192	2,818,572
Mobile and others	2,266,284	3,497,925	3,604,971
	24,291,289	29,429,668	27,033,035

25. Revenue

Details of revenue for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Sales of goods	24,214,709	29,302,389	26,982,085
Royalties	60,594	37,783	19,405
Others	15,986	89,496	31,545
	24,291,289	29,429,668	27,033,035

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**26. Other Income and Other Expenses**

(a) Details of other income for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Rental income	6,325	7,253	10,373
Foreign currency gain	1,190,793	1,228,847	1,068,646
Gain on disposal of property, plant and equipment	740	5,925	9,620
Reversal of stock compensation cost	469	3	
Reversal of impairment loss on intangible assets			296
Reversal of allowance for doubtful accounts		521	1,090
Commission earned	8,630	3,867	3,589
Others	16,588	14,529	15,818
	<b>1,223,545</b>	<b>1,260,945</b>	<b>1,109,432</b>

(b) Details of other expenses for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Other bad debt expense	849	9	
Foreign currency loss	1,220,143	1,095,280	987,868
Loss on disposal of property, plant and equipment	862	3,728	1,639
Impairment loss on property, plant and equipment	3,589		853
Loss on disposal of intangible assets	1,588	704	452
Impairment loss on intangible assets	5,574	40,012	1,661
Donations	16,564	15,350	16,514
Expenses related to legal proceedings or claims and others	151,322	458,957	259,601
	<b>1,400,491</b>	<b>1,614,040</b>	<b>1,268,588</b>

27. Personnel Expenses

Details of personnel expenses for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Salaries and wages	1,719,035	2,006,603	2,084,579
Other employee benefits	383,197	397,122	410,253
Contributions to National Pension plan	54,118	59,332	61,788
Expenses related to defined benefit plan	113,970	138,879	159,453
Stock compensation cost	(469)	(3)	
	2,269,851	2,601,933	2,716,073

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

28. Finance Income and Finance Costs

- (a) Finance income and costs recognized in profit or loss for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>Finance income</b>			
Interest income	58,430	28,859	39,441
Dividend income	131	482	306
Foreign currency gain	148,144	260,265	141,975
Gain on disposal of investments in equity accounted investees	551	3,566	3,289
Gain on valuation of financial assets at fair value through profit or loss	10		
	207,266	293,172	185,011
<b>Finance costs</b>			
Interest expense	144,927	187,589	158,818
Foreign currency loss	180,395	193,483	198,980
Loss on disposal of available-for-sale securities	354	5,272	
Loss on impairment of available-for-sale securities		6,392	
Loss on disposal of financial assets at fair value through profit or loss	774		
Loss on redemption of debentures		1,524	
Loss on early redemption of debt			2,179
Loss on valuation of financial liabilities at fair value through profit or loss	1,935		
Loss on sale of trade accounts and notes receivable	20,359	32,431	19,463
Loss on disposal of investments in equity accounted investees	321		2,411
Loss on impairment of investments in equity accounted investees	14,244	10,005	
	363,309	436,696	381,851

- (b) Finance income and costs recognized in other comprehensive income or loss for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
Foreign currency translation differences for foreign operations	47,443	(86,320)	(22,100)
Net change in unrealized fair value of available-for-sale financial assets	2,700	4,764	826
Tax effect	(1,101)	(1,043)	(225)
Finance costs recognized in other comprehensive income after tax	49,042	(82,599)	(21,499)

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

29. **Income Taxes**

- (a) Details of income tax expense (benefit) for the years ended December 31, 2011, 2012 and 2013 are as follows:

<i>(In millions of won)</i>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Current tax expense			
Current year	57,530	75,946	122,150
Adjustment for prior years			31,809
	57,530	75,946	153,959
Deferred tax expense (benefit)			
Origination and reversal of temporary differences	(538,784)	(51,335)	42,004
Change in unrecognized deferred tax assets	188,190	197,569	215,369
	(350,594)	146,234	257,373
Income tax expense (benefit)	(293,064)	222,180	411,332

- (b) Income taxes recognized directly in other comprehensive income for the years ended December 31, 2011, 2012 and 2013 are as follows:

<i>(In millions of won)</i>	<b>Before tax</b>	<b>2011 Tax benefit (expense)</b>	<b>Net of tax</b>
Net change in fair value of available-for-sale financial assets	2,700	(996)	1,704
Remeasurements of defined benefit liability	(23,732)	6,059	(17,673)
Exchange differences on translating foreign operations	47,443	(105)	47,338
Share of loss from sale of treasury stocks by associates	(214)		(214)
	26,197	4,958	31,155

*(In millions of won)*

	<b>Before tax</b>	<b>2012 Tax benefit (expense)</b>	<b>Net of tax</b>
Net change in fair value of available-for-sale financial assets	4,764	(974)	3,790
Remeasurements of defined benefit liability	(75,899)	18,325	(57,574)
Exchange differences on translating foreign operations	(86,320)	(69)	(86,389)
Share of loss from sale of treasury stock by associates	(48)		(48)
	(157,503)	17,282	(140,221)

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**29. Income Taxes, Continued***(In millions of won)*

	<b>Before tax</b>	<b>2013 Tax benefit (expense)</b>	<b>Net of tax</b>
Net change in fair value of available-for-sale financial assets	826	(188)	638
Remeasurements of defined benefit liability	998	(334)	664
Exchange differences on translating foreign operations	(22,100)	(37)	(22,137)
Share of loss from sale of treasury stock by associates	(802)		(802)
	(21,078)	(559)	(21,637)

(c) Reconciliation of the actual effective tax rate for the years ended December 31, 2011, 2012 and 2013 is as follows:

<i>(In millions of won)</i>	<b>2011</b>		<b>2012</b>		<b>2013</b>	
Profit (loss) for the period		(787,895)		236,345		418,973
Income tax expense (benefit)		(293,064)		222,180		411,332
Profit (loss) excluding income tax		(1,080,959)		458,525		830,305
Income tax (benefit) using the Controlling Company's domestic tax rate	24.20%	(261,592)	24.20%	110,963	24.20%	200,934
Effect of tax rates in foreign jurisdictions	(0.30%)	3,259	3.53%	16,171	0.83%	6,858
Non-deductible expenses	(2.18%)	23,560	5.43%	24,882	1.87%	15,517
Tax credits	22.97%	(248,331)	(26.85%)	(123,126)	(6.05%)	(50,214)
Change in unrecognized deferred tax assets	(17.41%)	188,190	43.09%	197,569	25.94%	215,369
Adjustment for prior years					2.03%	16,877
Change in tax rates	0.71%	(7,689)	0.35%	1,593		
Others	(0.88%)	9,539	(1.28%)	(5,872)	0.72%	5,991

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Actual income tax expense (benefit)	(293,064)	222,180	411,332
Actual effective tax rate	27.11%	48.46%	49.54%

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## Notes to the Consolidated Financial Statements

For the years ended December 31, 2011, 2012 and 2013

**30. Deferred Tax Assets and Liabilities****(a) Unrecognized deferred tax liabilities**

As of December 31, 2012 and 2013, in relation to the temporary differences on investments in subsidiaries amounting to 165,434 million and 148,224 million, the Controlling Company did not recognize deferred tax liabilities since the Controlling Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary differences will not reverse in the foreseeable future.

**(b) Unrecognized deferred tax assets**

As of December 31, 2012 and 2013, the tax basis of the Controlling Company's investment in one subsidiary is greater than its financial statement carrying amount, which gave rise to deductible temporary differences amounting to 431,471 million and 428,524 million, respectively. The Controlling Company did not recognize deferred tax assets for these temporary differences because the possibility for these differences to reverse, through events such as disposing of the related investments in the foreseeable future, is less than probable.

**(c) Unused tax credit carryforwards for which no deferred tax asset is recognized**

Realization of deferred tax assets related to tax credit carryforwards is dependent on whether sufficient taxable income will be generated prior to their expiration. As of December 31, 2013, the Controlling Company recognized deferred tax assets of 538,289 million, in relation to tax credit carryforwards, to the extent that management believes the realization is probable. The amount of unused tax credit carryforwards for which no deferred tax asset is recognized and their expiration dates are as follows:

*(In millions of won)*

	<b>December 31</b>		
	<b>2014</b>	<b>2015</b>	<b>2016</b>
Tax credit carryforwards	304,717	165,006	59,076

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For the years ended December 31, 2011, 2012 and 2013

30. Deferred Tax Assets and Liabilities, Continued

(d) Deferred tax assets and liabilities are attributable to the following:

<i>(In millions of won)</i>	Assets		Liabilities		Total	
	December, 31, 2012	December, 31, 2013	December, 31, 2012	December, 31, 2013	December, 31, 2012	December, 31, 2013
Other accounts receivable, net			(2,063)	(2,476)	(2,063)	(2,476)
Inventories, net	10,075	18,866			10,075	18,866
Available-for-sale financial assets	285	98			285	98
Defined benefit obligation	38,573	72,709			38,573	72,709
Investments in equity accounted investees	7,619	2,972			7,619	2,972
Accrued expenses	81,802	83,571			81,802	83,571
Property, plant and equipment	171,881	189,422			171,881	189,422
Intangible assets	2,488			(1,207)	2,488	(1,207)
Provisions	12,979	11,460			12,979	11,460
Gain or loss on foreign currency translation, net	5,340	282	(958)	(957)	4,382	(675)
Others	34,344	13,473	(220)	(171)	34,124	13,302
Tax losses carryforwards	233,139	110,550			233,139	110,550
Tax credit carryforwards	699,529	538,289			699,529	538,289
Deferred tax assets (liabilities)	1,298,054	1,041,692	(3,241)	(4,811)	1,294,813	1,036,881



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**30. Deferred Tax Assets and Liabilities, Continued**

(e) Changes in deferred tax assets and liabilities for the years ended December 31, 2012 and 2013 are as follows:

<i>(In millions of won)</i>	<b>January 1, 2012</b>	<b>Profit or loss</b>	<b>Other compre- hensive income</b>	<b>December 31, 2012</b>	<b>Profit or loss</b>	<b>Other compre- hensive income</b>	<b>December 31, 2013</b>
Other accounts receivable, net	(3,738)	1,675		(2,063)	(413)		(2,476)
Inventories, net	15,915	(5,840)		10,075	8,791		18,866
Available-for-sale financial assets	1,259		(974)	285	1	(188)	98
Defined benefit obligation	21,877	(1,629)	18,325	38,573	34,470	(334)	72,709
Investments in equity accounted investees	4,307	3,312		7,619	(4,647)		2,972
Accrued expenses	72,965	8,837		81,802	1,769		83,571
Property, plant and equipment	133,720	38,161		171,881	17,541		189,422
Intangible assets	1,105	1,383		2,488	(3,695)		(1,207)
Provisions	11,618	1,361		12,979	(1,519)		11,460
Gain or loss on foreign currency translation, net	(17,697)	22,079		4,382	(5,057)		(675)
Debentures	6,059	(6,059)					
Others	18,259	15,934	(69)	34,124	(20,785)	(37)	13,302
Tax losses carryforwards	329,068	(95,929)		233,139	(122,589)		110,550
Tax credit carryforwards	829,048	(129,519)		699,529	(161,240)		538,289
Deferred tax assets (liabilities)	1,423,765	(146,234)	17,282	1,294,813	(257,373)	(559)	1,036,881

(f) Non-adjusting events after the reporting period

On January 1, 2014, the Tax Reduction and Exemption Control Act in Korea was amended so that the minimum tax rate applied to taxable income in excess of 100 billion for the Controlling Company after 2014 was revised from 16% to 17%. As of December 31, 2013, the Controlling Company applied 16% as the minimum tax rate when measuring

the amount of tax credit related deferred tax assets for which it is probable that the related tax benefit will be realized. If the Controlling Company applied the 17% of minimum tax rate, deferred tax assets related to tax credit carryforwards would have decreased by 55,245 million

On January 1, 2014, certain municipal corporate income tax rules were amended and effective on the same date that resulted in excluding tax credits from the basis of determining municipal corporate income tax. Accordingly, starting for the annual periods from 2014, the Controlling Company will have larger municipal corporate income tax due to the impact from the income tax credits. If the amended municipal corporate income tax rules were applied at the end of 2013, deferred tax assets related to tax credit carryforwards would have decreased by 48,827 million.

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For the years ended December 31, 2011, 2012 and 2013

**31. Earnings (Loss) per Share**

(a) Basic earnings (loss) per share for the years ended December 31, 2011, 2012 and 2013 are as follows:

*(In won and No. of shares)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>Profit (loss) attributable to owners of the Controlling Company</b>	(771,222,702,492)	233,204,398,428	426,118,222,180
Weighted-average number of common stock outstanding	357,815,700	357,815,700	357,815,700
<b>Earnings (loss) per share</b>	<b>(2,155)</b>	<b>652</b>	<b>1,191</b>

There were no events or transactions that resulted in changes in the number of common stocks used for calculating earnings per share from January 1, 2011 to December 31, 2013.

(b) Diluted earnings per share are not calculated since there was no potential common stock for the years ended December 31, 2012 and 2013. In addition, there is no effect of dilutive potential common stocks due to the Controlling Company's net loss for the year ended December 31, 2011.

**32. Supplemental Cash Flow Information**

Supplemental cash flow information for the years ended December 31, 2011, 2012 and 2013 is as follows:

*(In millions of won)*

	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>Non-cash investing and financing activities:</b>			
Changes in other accounts payable arising from the purchase of property, plant and equipment	1,177,809	(1,270,755)	(1,108,944)