

FORM OF EXCHANGE NOTICE

ZEUS (CAYMAN) II

Zero Coupon Guaranteed Exchangeable Notes due August 18, 2016

NOTE EXCHANGE NOTICE

PLEASE READ THE NOTES AT THE END OF THIS NOTICE BEFORE COMPLETING THIS NOTICE.

Please fax the completed Note Exchange Notice to the following recipient:

**Citibank, N.A., London Branch - Exchange Agent
c/o Citibank, N.A., Dublin
DUB-01-11
Ground Floor
1 North Wall Quay
Dublin 1
Ireland
Fax No.: +353 1 622 2031
Attention: Agency and Trust Department – Conversion & Options**

Please enter principal amount and serial or identifying numbers of Notes to be exchanged:

Total principal amount of Notes to be exchanged:	
Serial or identifying number of Notes*:	
ISIN number of Notes:	

* Not required for Notes represented by a Global Note.

**TO: Citibank, N.A., London Branch – Exchange Agent
 Citicorp International Limited – Trustee
 Zeus (Cayman) II (the "Company")
 POSCO**

I/We, being the holder of the Notes specified above, hereby irrevocably elect to exchange such Notes or portion thereof (which is at least ¥20,000,000 in principal amount and integral multiples of ¥1,000,000 in excess thereof) into American Depositary Shares ("ADS(s)"), each ADS representing one-ninth of a share of common stock of SK Telecom Co., Ltd. ("SKT"), par value Won 500 per share ("SKT Shares"), in accordance with Article XII of the Indenture, dated August 18, 2011 by and among the Company, POSCO, as Guarantor, Citicorp International Limited, as Trustee and Citibank, N.A., Hong Kong Branch, as Collateral Agent (the "Indenture").

A. Complete grids below.

(i) *Delivery Instructions for ADSs:*

DTC Participant Account No.:	*
Account No. for investor at DTC Participant (f/b/o information):	
Contact person at DTC Participant:	
Daytime Telephone Number of contact person at DTC Participant:	
Email of contact person at DTC Participant:	

(ii) *(If applicable) delivery instructions for the certificates or other relevant evidences of title for the ADSs together with any other securities or property:*

Name:	
Address:	
Tax Identification Number:	
Manner of Dispatch:	

(iii) (If applicable) payment instructions for payment of any cash sum which the Holder/beneficial owner is entitled to receive upon exchange of the Notes for Exchange ADSs or the Company's exercise of the Cash Settlement Option (please check one):

(a) _____ by U.S. Dollar check drawn on a bank in New York, mailed to the address of the undersigned appearing in the Note Register*, or

(b) _____ by transfer to the following Dollar account in New York:

Bank:	
Branch Address:	
Branch Code:	
Account Number:	

* This option must be selected if the undersigned holds less than ¥20,000,000 aggregate principal amount of Notes or does not have a Registered Account.

Please read and complete Items B through J below:

B. The Certificates in respect of the Notes exchanged hereby and any documents required in relation to the declarations below or to verify the same accompany this form.*

* Not applicable for Notes represented by a Global Note Certificate.

C. I/We hereby declare/(if applicable) the beneficial owner declares that any applicable condition to exchange of the Notes, if any, has been complied with by me/us/it.

D. I/We certify, represent and warrant that: I/We/(if applicable) the beneficial owner am/are/is not an affiliate of Zeus (Cayman) II, POSCO or SKT.

E. I/We hereby declare/(if applicable) the beneficial owner has declared that all approvals, consents and authorizations (if any) required by the law of the Republic of Korea to be obtained by me/us/it prior to said exchange have been obtained and are in full force and effect and that any applicable condition thereto has been complied with by me/us/it.

F. I/We hereby represent/(if applicable) the beneficial owner has represented that no notice of redemption has been deposited pursuant to Condition 8 of the Notes and Sections 1103 or 1104 of the Indenture with respect to any of the Notes exchanged hereby.

G. I/We hereby represent/(if applicable) the beneficial owner has represented that all fees, taxes (including, without limitation, all stamp, documentary, issue, transfer and

registration taxes and duties) and other charges payable in connection with the exchange of Notes have been paid.

H. Exchanging Noteholder Information and Signature:

Please complete the following information with respect to the exchanging Noteholder

Name:	
Date:	
Signature:	
Nationality:	
Address:	
Contact Person:	
Daytime Telephone No.:	
*Fax No.:	
Email Address:	

*Unless otherwise indicated here, POSCO will deliver its Election Notice to the Noteholder by fax at this number.

I. Company Representations and Signature:

- (a) Zeus (Cayman) II represents and warrants that the delivery of ADSs pursuant to the Exchange Right complies in all respects with the requirements of the Securities Act and the rules and regulations promulgated by the SEC thereunder, and the Exchange Right has not been suspended with respect to the Notes being exchanged hereby.
- (b) Zeus (Cayman) II instructs (i) Citicorp International Limited as Trustee, to take the actions contemplated in Article XII of the Indenture, (ii) Citibank, N.A., London Branch, as Exchange Agent, to take the actions contemplated in Section 8 of the Paying and Exchange Agency Agreement, and (iii) Citibank, N.A., Hong Kong Branch, as Collateral Agent to take the actions contemplated in Section 1507 of the Indenture and Section 8 of the Paying and Exchange Agency Agreement.

ZEUS (CAYMAN) II

By: _____
Name:
Title:
Date: