

EXHIBIT C-2

Certification and Agreement of Certain Acquirors of
GDRs or Beneficial Interest in the Master GDR
Upon Deposit of Shares Pursuant to Section 2.03
of the Deposit Agreement

[Date]

Citibank, N.A., as Depositary
ADR Department
111 Wall Street
New York, New York 10043

Re: Samsung Electronics Co., Ltd.

Dear Sirs:

Reference is hereby made to the Third Amended and Restated Common Stock Deposit Agreement, dated as of February 12, 2009 (as amended and supplemented from time to time, the "Deposit Agreement"), by and among Samsung Electronics Co., Ltd., Citibank, N.A., as Depositary and all Holders and Beneficial Owners of Rule 144A Global Depositary Shares evidenced by Receipts ("GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

The undersigned is acquiring a GDR or a beneficial interest in the Master GDR upon deposit of Shares pursuant to Section 2.03 of the Deposit Agreement. The undersigned hereby certifies and agrees as follows:

- A. The undersigned is the beneficial owner of the Shares being deposited herewith. The undersigned is acquiring the GDR or a beneficial interest in the Master GDR for its own account. The undersigned is a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933).

OR

- B. The undersigned is a broker-dealer acting as agent on behalf of its customer; such customer has confirmed to the undersigned in writing that it is a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933), that it is the beneficial owner of the Shares being deposited herewith and that it either (i) is acquiring the GDR or a beneficial interest in the Master GDR for its own account or (ii) is acting for the account of an entity that is a qualified institutional buyer that will acquire the GDR or a beneficial interest in the Master GDR for its own account.

OR

- C. The undersigned is the beneficial owner of the Shares deposited herewith and is not a U.S. person as defined in Regulation S under the Securities Act of 1933. The undersigned is acquiring the GDR or a beneficial interest in the Master GDR outside the United States in a transaction in accordance with Regulation S under the Securities Act of 1933.

OR

- D. The undersigned is a broker-dealer acting as agent on behalf of its customer which is not a U.S. person as defined in Regulation S under the Securities Act of 1933. Such customer has confirmed to the undersigned in writing that it is the beneficial owner of the Shares deposited herewith and that it is acquiring the GDR or a beneficial interest in the Master GDR outside the United States in a transaction in accordance with Regulation S under the Securities Act of 1933.

The undersigned understands (or if the undersigned is a broker-dealer, its customer has confirmed to it that it, or the entity for whom it is acting, understands) that the acquiror will become a party to and be bound by the Deposit Agreement upon becoming a Holder of a GDR or Beneficial Owner of the Master GDR. The undersigned agrees (or if the undersigned is a broker-dealer, its customer has confirmed to it in writing that it, or the entity for whom it is acting, agrees) that it will not offer, sell, pledge or otherwise transfer any GDR or any beneficial interest in the Master GDR, the Shares or any other Deposited Securities except (1) to a person who the seller reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the securities act purchasing for its own account or for the account of a qualified institutional buyer that is aware that the resale, pledge or other transfer is being made in reliance on Rule 144A, (2) pursuant to an exemption from registration in accordance with Rule 904 of Regulation S under the Securities Act to a person other than a U.S. Person (as defined therein) or (3) pursuant to an effective registration statement under the Securities Act.

Very truly,

[NAME OF CERTIFYING ENTITY]

By: _____

Title: