

EXHIBIT C-3

Certification and Agreement of Persons Receiving
Deposited Securities Upon Withdrawal
Pursuant to Section 2.05 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 surrendering Receipt(s) or giving written instructions through the Depositary Trust Company ("DTC") for the purpose of withdrawal of the Deposited Securities represented by a Receipt or beneficial interest in a Receipt as provided for and described in Section 2.05 of the Deposit Agreement. We hereby certify as follows:

- A. The undersigned is the Holder or Beneficial Owner of the Receipt(s) being surrendered. The withdrawal and physical delivery of the Deposited Securities into the United States is being made to or for our account, without transfer.

OR

- B. The undersigned is a broker-dealer acting as agent on behalf of our customer; our customer has confirmed to us that it is the Holder or Beneficial Owner of the Receipt(s) being surrendered and that the withdrawal and physical delivery of the Deposited Securities into the United States is being made to or for its account, without transfer.

OR

- C. The undersigned is the Holder or Beneficial Owner of the Receipt(s) being surrendered. The withdrawal and physical or electronic delivery outside the United States is being made either (i) to or for our account, or (ii) in a transaction not subject to registration requirements of the Securities Act of 1933.

OR

- D. The undersigned is a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is the Holder or Beneficial Owner of the Receipt(s) being surrendered and that the withdrawal and physical or electronic delivery outside the United States is being made either (i) to or for its account, or (ii) in a transaction not subject to registration requirements of the Securities Act of 1933.

We acknowledge and agree (or if we are a broker-dealer, our client has confirmed to us that it acknowledges and agrees) that the Deposited Securities have not been registered under the Securities Act of 1933, that we will not offer, sell, pledge or otherwise transfer the Deposited Securities or any securities underlying the Deposited Securities except (1) to a person we reasonably believe is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933 in a transaction meeting the requirements of Rule 144A, (2) in an offshore transaction in accordance with Regulation S under the Securities Act of 1933 to a non-U.S. person (as defined therein), or (3) pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States and that we will not redeposit such Deposited Securities into any other depository receipt facility established or maintained by any depository bank.

Very truly,

[NAME OF CERTIFYING ENTITY]

By: _____

Title: