

# InvesCore FI

## DECISION OF THE SHAREHOLDERS' REGULAR MEETING OF "INVESCORE NBFI" JSC

April 28, 2025

№ A/01

Ulaanbaatar

*Regarding the approval of the conclusion of the  
Board of Directors on the Company's 2024 operational and financial reports*

Pursuant to Article 62.1.9 of the Company Law, Article 8.5.9 of the Articles of Association of "Invescore NBFI" JSC (hereinafter referred to as the "Company"), and the decision of the Shareholders' Meeting Tallying Committee No.25/02, the following is resolved:

1. To approve the conclusion of the Board of Directors regarding the Company's 2024 operational and financial reports.

CHAIRMAN OF THE SHAREHOLDERS' MEETING



# InvesCore FI

## DECISION OF THE SHAREHOLDERS' REGULAR MEETING OF "INVESCORE NBFI" JSC

April 28, 2025

№ A/02

Ulaanbaatar

### *Regarding the Election of Members of the Board of Directors*

Pursuant to Article 62.1.7 of the Company Law, Article 9.4 of the Articles of Association of "Invescore NBFI" JSC (hereinafter referred to as the "Company"), Article 8.5.7 of the Articles of Association, the decision No. 01 of the Nomination Committee dated March 27, 2025, and the decision No. 25/03 of the Shareholders' Meeting Tallying Committee, the following is decided:

1. In connection with the completion of the term of the current Board of Directors, the following individuals shall be elected for a term of 3 (three) years:

#### **Ordinary members of the Board of Directors:**

- B. ANKHBOLD
- D. BAYASGALAN
- R. PUREV
- Hirohito NAMIKI (Citizen of Japan)
- SH. ERDENEBAT
- B. ENKHMARAL

#### **Independent members of the Board of Directors:**

- CH. UNURJARGAL
- CH. KHASHCHULUUN
- D. ENKHBAT

2. The members of the Board of Directors are instructed to comply with the Company Law, the Corporate Governance Code, and other applicable laws and regulations.
3. The Executive Director (D. Bayasgalan) is entrusted with the responsibility to submit the composition of the Board of Directors to the Financial Regulatory Commission and the State Registration Office of Legal Entities within the time specified by the applicable laws and regulations and to organize the relevant registration process

CHAIRMAN OF THE SHAREHOLDERS' MEETING



# InvesCore FI

## DECISION OF THE SHAREHOLDERS' REGULAR MEETING OF "INVESCORE NBFI" JSC

April 28, 2025

№ A/03

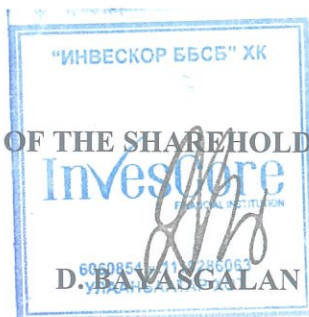
Ulaanbaatar

### *Regarding the Approval of the Board of Directors' Budget for 2025*

Pursuant to Article 62.1.13 of the Company Law, Article 8.5.12 of the Articles of Association of "Invescore NBFI" JSC (hereinafter referred to as the "Company"), and the decision No. 25/04 of the Shareholders' Meeting Tallying Committee, the following is decided:

1. To approve The Board of Directors' operational budget for 2025 as per Annex 1 of this resolution.

CHAIRMAN OF THE SHAREHOLDERS' MEETING



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Annex 01 of Decision No. A/03 dated April 28, 2025, of the  
Shareholders' Meeting of "Invescore NBFI" JSC

## BOARD OF DIRECTORS' OPERATIONAL BUDGET OF 2025



	Budget	Frequency	Total amount (MNT)
1	Board member's salary	12 times	138,000,000
2	Board secretary salary	12 times	12,000,000
3	Board meeting expenses	4 times	1,000,000
4	Trainings for Board	1 time	5,000,000
5	Others	-	5,600,000
	Grand Total		161,600,000

As of April 30, 2026,

based on the consolidated total for 12 months

# InvesCore FI

## DECISION OF THE SHAREHOLDERS' REGULAR MEETING OF "INVESCORE NBFI" JSC

April 28, 2025

№ A/04

Ulaanbaatar

### *Issuance of Additional Preferred Shares and Amendment to the Terms of Preferred Shares Approval of Amendments to the Company Charter*

Pursuant to Article 17.1, Article 38.8, and Article 62.1.3 of the Company Law, Clause 5.7 and 8.5.3 of the Charter of "Invescore NBFI" JSC (hereinafter referred to as the "Company"), and Resolution No. 25/05 of the Counting Commission of the Annual General Meeting of Shareholders, it is RESOLVED that:

1. In order to increase the Company's share capital, it is hereby resolved to issue an additional 100,000,000,000 (one hundred billion) preferred shares through a private placement.
2. In accordance with Clause 1 of this resolution, the newly issued preferred shares shall be issued under the following terms. Furthermore, the terms of the newly issued preferred shares shall amend and unify the terms of all previously authorized preferred shares as approved by Resolution No. A/04 of the Annual General Meeting of Shareholders dated April 14, 2023. The updated and unified terms are as follows:

<b>Form of Issuance:</b>	Private Placement
<b>Purpose:</b>	To increase the Company's share capital
<b>Par Value of Preferred Shares:</b>	MNT 5,000 (Five thousand MNT)
<b>Number of Shares to be Acquired:</b>	26,000,000 (Twenty-six million)
<b>Total Amount to Be Raised:</b>	MNT 130,000,000,000 (One hundred thirty billion MNT)
<b>Use of Raised Funds:</b>	To finance the Company's core operations
<b>Offering Price on the Primary Market:</b>	At par value, i.e., MNT 5,000 (Five thousand MNT) per share
<b>Voting Rights of Preferred Shares</b>	Each preferred share shall carry one voting right on matters specified in the Company's Charter.
<b>Terms of Preferred Shares</b>	The preferred shares may be redeemable or convertible into common shares based on mutual agreement between the parties.
<b>Redemption Request Period by Shareholders</b>	Shareholders may request the redemption of preferred shares five (5) years after the issuance date.
<b>Currency for Dividend Payments</b>	Mongolian Currency (MNT)
<b>Redemption Price of Preferred Shares</b>	When redeeming preferred shares, the Company shall repurchase them at the market price as determined by the Board of Directors.



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<b>Dividend Rate (Annual)</b>	The rate shall be determined by the Board of Directors based on the Central Bank of Mongolia's Monetary policy rate and the Company's operational profitability at the time. (Calculated based on the nominal value of the preferred shares held)
<b>Basis for Calculating the Dividend Rate</b>	Based on the Central Bank of Mongolia's Monetary policy rate as of December 31 of the respective year.
<b>Conditions for Dividend Distribution</b>	The Company shall decide whether to distribute dividends within 50 days after the end of the financial year.  If the decision is made not to distribute dividends, the Company shall provide the rationale to the investors. If dividends are not distributed, they shall not be accumulated for future financial years.
<b>Liquidation Value</b>	Nominal value of the preferred shares held

3. The Company resolves that its shareholders shall not exercise the preemptive right to purchase the preferred shares newly issued under a private placement as specified in Section 1 of this resolution.
4. In connection with the additional issuance of preferred shares, the Company shall issue up to MNT 130,000,000,000 (one hundred thirty billion MNT) worth of preferred shares through a private placement under the conditions specified in Section 2 of this resolution. For each allotment of preferred shares, the Company's share capital shall be increased accordingly. The Executive Director /D. Bayasgalan/ is hereby authorized to register the related amendments to the Company's Charter with the competent registration authorities.
5. Following the issuance of preferred shares and the amendments to their terms, the Executive Director /D. Bayasgalan/ is instructed to approve the amendments to the Company Charter in accordance with the conditions in Section 2 of this resolution (see Annex 1), and to submit the amendments to the Financial Regulatory Commission and the State Registration Office within the legally prescribed timeframe and ensure proper registration.
6. For any matters related to the preferred shares that are not covered in this resolution, the provisions of Resolution A/04 of the Shareholders' Annual Meeting dated April 14, 2023, shall apply.
7. The Board of Directors is assigned to oversee the implementation of this resolution.

CHAIRMAN OF THE SHAREHOLDERS' MEETING

