

BOARD OF DIRECTORS RESOLUTION



Date: 19 February, 2024

No. R-2024-02

Ulaanbaatar

Recommendation of Dividend Distribution

Based on Articles 46.1 and 46.5 of the Company Law and Clause 8.6 (ii) of the Charter of XacBank JSC (the "**Bank**"), and pursuant to discussions and decisions made at its extraordinary meeting held on 19 February 2024, the Board of Directors (the "**Board**") of the Bank hereby adopts the following resolutions:

IT IS NOTED THAT:

1. **WHEREAS**, pursuant to Articles 46.5 and 46.8 of the Company Law, it is mandatory for the Board to make a decision on a dividend distribution from the net profit of the company within 50 days of the end of the financial year on an after-tax basis;
2. **WHEREAS**, dividend distribution is considered a Strategic Matter as defined in the Charter of the Bank;
3. **WHEREAS**, the Management of the Bank has proposed to the Board the distribution of a cash dividend from the Bank's earnings for the financial year 2023 to the shareholders of the Bank (the "**Dividend**");
4. **WHEREAS**, it is noted that the amount of the dividend distributable could be ascertained only after the audited financial statements for the year 2023 are finalized; and
5. **WHEREAS**, as per Clause 8.6 (ii) of the Charter of the Bank, the Board now wishes to recommend to the shareholders to approve the declaration and distribution of Dividend in the amount as stated below, contingent upon the 2023 year-end audited financial statements results.

NOW THEREFORE BE IT RESOLVED THAT:

1. Contingent upon the 2023 year-end audited financial statements results, approval of the declaration and distribution of Dividend is hereby recommended in the total gross amount of MNT 26,580,675,000.00 (twenty six billion five hundred eighty million six hundred seventy five thousand) by a declaration of dividend in the amount of MNT 25.25 (twenty five tugrugs and twenty five mungus) per share, subject to the Bank of Mongolia and the shareholders' final approvals.
2. Subject to the shareholders' approval, the date upon which shareholders are deemed eligible for participation in the Annual General Meeting shall concurrently be established as the Record Date for the shareholders entitled to the disbursement of the said Dividend.

3. Subject to the shareholders' approval, the Dividend shall be paid in cash, starting from a period not exceeding 7 days subsequent to the later of either obtaining the Bank of Mongolia's consent or securing the shareholders' approval. The funds will be disbursed via Mongolian Central Securities Depository unless a shareholder expressly requests in writing the disbursement to be made through their bank account.

CHAIRMAN OF THE
BOARD OF DIRECTORS



SANJAY GUPTA

GENERAL COUNSEL,
CORPORATE SECRETARY

N.MUNKHTSELMEG