

BOARD OF DIRECTORS RESOLUTION



Date: 06 November, 2023

No. R-2023-72

Ulaanbaatar

Recommendation of Dividend Distribution

Based on Article 46.1 of the Company Law and Clause 8.6 (ii) of the Charter of XacBank JSC (the "**Bank**"), and pursuant to decisions made through its online voting held between [01-06] November 2023, the Board of Directors (the "**Board**") of the Bank hereby adopts the following resolutions:

IT IS NOTED THAT:

1. **WHEREAS**, the Bank reported a profitability of MNT 61.7 billion and a Tier 1 capital adequacy ratio at 19.1% for the first half of 2023;
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 an interim cash dividend from the Bank's earnings for the first half of the year 2023 to the shareholders of the Bank (the "**Interim Dividend**"); and
4. **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 Interim Dividend in the amount as stated below.

NOW THEREFORE BE IT RESOLVED THAT:

1. Approval of the declaration and distribution of Interim Dividend is hereby recommended in the total gross amount of MNT 15,527,325,000.00 (fifteen billion five hundred twenty-seven million three hundred twenty-five thousand togrogs) by a declaration of dividend in the amount of MNT 14.75 (fourteen togrogs and seventy-five mongos) 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 Extraordinary General Meeting (the "**EGM**") that will decide the declaration and distribution of Interim Dividend shall concurrently be established as the Record Date for the shareholders entitled to the disbursement of the said Interim Dividend, regardless of the manner in which the EGM is conducted.
3. Subject to the shareholders' approval, the Interim Dividend shall be paid in cash, within 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 written form the disbursement to be made through their XacBank account.

CHAIRMAN OF THE
BOARD OF DIRECTORS



SANJAY GUPTA

GENERAL COUNSEL
CORPORATE SECRETARY

N.MUNKHTSELMEG