



**XACBANK**

Attachment to XacBank Board Resolution R-2023-62  
dated 07 July 2023

**CORPORATE GOVERNANCE ROADMAP OF  
XACBANK 2023-2026**

Ulaanbaatar, Mongolia

## Introduction:

The purpose of this roadmap is to serve as a strategic guide to implement the necessary measures and actions, aligning the organization's governance practices with the suggestions and guidelines outlined in the FRC Governance Code 2022.

No	Key Initiatives	Actions/ Explanation	Timeline	Person Responsible
<b>Governance at the Board level</b>				
1	Improve and enhance the Board Director's Evaluation Policy, procedures and evaluation forms	The Board has an extensive annual evaluation policy in place. It will be updated in 1Q 2024 taking our new JSC status into account.	1Q 2024	Chairman/ GNCC Chair/Corporate Secretary
2	Maintain gender balance	Ensure that the representation of each gender is at least 30% - Currently, women Board members comprise 27% of the Board. We will reach at least 30% latest by April 2025.	2Q 2025	GNCC
3	Independent Director as Chairman	Further discussion/planning	4Q 2026	GNCC
4	Independent Directors as Majority	Further discussion/planning	4Q 2026	GNCC
5	Directors' training program	Formulate and implement a training program for directors. This program should incorporate elements of risk assessment training as well as specialized training for independent directors.	2Q 2024	GNCC
6	Independent directors as the Risk Committee Chair and GNCC Chair	Develop independent directors to take over as the Risk Committee and GNCC Chairs	2Q 2025	GNCC
7	Adopt compensation policy for all governing persons of the Bank	To be developed	2Q 2025	GNCC
8	Adopt employee compensation policy	Being developed	2Q 2024	GNCC
9	Succession Policy of the Executive Management	The Bank has succession plan which is being reviewed annually. However, for the purpose of more structured approach, the Bank will adopt Succession Policy (different from Plan).	3Q 2024	GNCC
10	Succession Policy of the Directors	To be developed	2Q 2025	GNCC
11	Develop dedicated page for the stakeholder information disclosure	Being developed	4Q 2023	Corporate Secretary
12	Stakeholder Engagement Policy	-identify the interests and needs of stakeholders -adopt communication and cooperation principles - To be developed	3Q 2024	Corporate Secretary