

# SHAREHOLDERS MEETING RESOLUTION



Date: 29 April, 2024

No. SR-2024-06

Ulaanbaatar

Approval of Amendment to  
Dividend Policy of XacBank JSC

Pursuant to the discussions at its Annual General Meeting held on 29 April 2024, the Shareholders of XacBank JSC (the "**Bank**") hereby adopt the following resolutions:

## IT IS NOTED THAT:

1. **WHEREAS**, the Shareholders of the Bank have previously adopted the amended and restated Dividend Policy of the Bank pursuant to its Resolution No. SR-2024-01 (the "**Dividend Policy**");
2. **WHEREAS**, the Financial Regulatory Commission (the "**FRC**"), by its Resolution No.49 dated 23 February 2024, has amended its Resolution No.28 on the "Specification of the Dividend Distribution Process" dated 29 January 2020, requiring open joint-stock companies to distribute dividends to shareholders within four months following the end of the relevant financial year, and to submit a report on the dividend distribution to the FRC within 15 working days after completing the dividend distribution;
3. **WHEREAS**, the FRC, by its letter No.3/712 dated 27 February 2024, has officially instructed the Bank to ensure the implementation of its Resolution No.49 dated 23 February 2024 regarding the distribution and reporting of dividends by open joint-stock companies; and
4. **WHEREAS**, considering the FRC requirements, the Board of Directors of the Bank (the "**Board**"), by its Resolution No. R-2024-18, has recommended to amend the Dividend Policy and the Shareholders now wish to approve the same as recommended by the Board.

## NOW THEREFORE BE IT RESOLVED THAT:

1. Pursuant to the foregoing, Clauses 3.2, 3.3 and 4.1 of the Dividend Policy shall be amended as follows:

Current Formulation	Amended Formulation
3.2. According to the Company law, unless otherwise specified in Bank Charter, the Board of Directors shall convene and resolve whether to declare a dividend within 50 days following the end of a financial year. For declaring semi-annual dividends, the Board will decide within 120 days following the first half of the year. Any decision to distribute and allocate dividends is subject to approval by the Shareholders' meeting.	3.2. According to the Company law, unless otherwise specified in Bank Charter, the Board of Directors shall convene and resolve whether to declare a dividend within 50 days following the end of a financial year. For declaring semi-annual dividends, the Board will decide within 120 days following the first half of the year. <del>Any decision to distribute and allocate dividends is subject to approval by the Shareholders' meeting.</del>

<p>3.3 Shareholders shall be entitled to receive dividends as resolved by the Board of Directors and approved by the Shareholders' meeting.</p> <p>4.1 The amount of dividend attributable per share shall be determined by the authorized body referred in Section 3.2 of the Policy and subject to Shareholders' approval, based on the financial results of a given financial year, taking into account future targets and projections.</p>	<p>3.3. Shareholders shall be entitled to receive dividends as resolved by the Board of Directors <del>and approved by the Shareholders' meeting.</del></p> <p>4.1 The amount of dividend attributable per share shall be determined by the authorized body referred in Section 3.2 of the Policy <del>and subject to Shareholders' approval,</del> based on the financial results of a given financial year, taking into account future targets and projections.</p>
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2. The amended Dividend Policy, incorporating the aforementioned amendments, shall be attached hereto.

CHAIRMAN OF THE  
SHAREHOLDERS' MEETING



*Sanjay Gupta*

SANJAY GUPTA