

# SHAREHOLDERS MEETING RESOLUTION



Date: 10 October 2025

No. SR-2025-10

Ulaanbaatar

Approval of Amendments to the  
Dividend Policy of XacBank JSC

Pursuant to decisions made through its online ballot voting held between 18 September 2025 and 10 October 2025, the Shareholders of XacBank JSC (the "**Bank**") hereby adopt the following resolutions:

## IT IS NOTED THAT:

1. **WHEREAS**, the Financial Regulatory Commission (the "**FRC**"), by its on-site inspection report for the operations of the Bank, has instructed the Bank to amend its Dividend Policy in order to incorporate certain provisions of its Resolution No. 28 "Detailed Procedure for Dividend Distribution" dated 29 January 2020;
2. **WHEREAS**, considering the FRC's instructions and to ensure alignment of the Dividend Policy with the Bank Charter, the Board of Directors of the Bank (the "**Board**") has recommended certain amendments to the Dividend Policy by its Resolution No.R-2025-31 dated 21 August 2025; and
3. **WHEREAS**, the Shareholders now wish to approve the amendments to the Dividend Policy as recommended by the Board.

## NOW THEREFORE BE IT RESOLVED THAT:

1. The amendments to the Dividend Policy, as attached to this Resolution, are hereby approved.

CHAIRMAN OF THE  
SHAREHOLDERS' MEETING



SANJAY GUPTA



**ANNEX: DIVIDEND POLICY OF XACBANK**

- 1.1 The text "Any decision to distribute and allocate dividends is subject to approval by the Shareholders' meeting." shall be added to Clause 3.2 after "120 days following the first half of the year" as below:"

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.	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. <u>Any decision to distribute and allocate dividends is subject to approval by the Shareholders' meeting.</u>

- 1.2 The following Clauses 3.3, 4.1, 5.3.4, 5.4.5, 5.8 and 5.9 shall be revised as below:

Current Formulation	Amended Formulation
3.3. Shareholders shall be entitled to receive dividends as resolved by the Board of Directors.	3.3. <u>Subject to the approval of the Bank of Mongolia,</u> shareholders shall be entitled to receive dividends as resolved by the Board of Directors <u>and approved by the Shareholders' meeting.</u>
4.1. The amount of dividend attributable per share shall be determined by the authorized body referred in Section 3.2 of the Policy, based on the financial results of a given financial year, taking into account future targets and projections.	4.1. The amount of dividend attributable per share shall be determined by the authorized body referred in <u>Section Clause 3.2</u> of the Policy <u>and subject to Shareholders' approval,</u> based on the financial results of a given financial year, taking into account future targets and projections.
5.3.4. The method of dividend distribution (settlement by the Bank, or authorized intermediary);	5.3.4. The method of dividend distribution <u>(settlement by the Bank, or , which shall be through an</u> authorized intermediary);
5.4.5. The method of dividend distribution chosen, whether through settlement by the Bank itself or through an authorized intermediary;	5.4.5. The method of dividend distribution chosen, <u>whether through settlement by the Bank itself or which shall be</u> through an authorized intermediary;
5.8. In order to process the dividend payment, for shareholders who hold current	5.8. <u>In order to process the dividend payment, for shareholders who hold current</u>

<p>accounts with the Bank, the payment can be directly transferred to such accounts insofar as the Bank has received a digital or written request for such transfer from the account holders, whereas, for shareholders who do not have a current account with the Bank, the payment shall be transferred to the shareholders' respective bank accounts registered with the relevant entity authorized to conduct centralized securities depository activities.</p>	<p><del>accounts with the Bank, the payment can be directly transferred to such accounts insofar as the Bank has received a digital or written request for such transfer from the account holders, whereas, for shareholders who do not have a current account with the Bank, the payment shall be transferred to the shareholders' respective bank accounts registered with the relevant entity authorized to conduct centralized securities depository activities.</del></p> <p><u>Pursuant to Resolution No. 28 "Detailed Procedure for Dividend Distribution" of the Financial Regulatory Commission dated 29 January 2020, influential shareholders (holding 5% or more of the Bank's total outstanding shares) or holders of preferred shares can receive their dividends through their current or savings account of a commercial bank, as long as the Bank receives a prior written request from the shareholders for such transfer. For other shareholders, the payment shall be transferred to the shareholders' respective accounts registered with the relevant entity authorized to conduct centralized securities depository activities.</u></p>
<p>5.9. The dividend payment date shall be no later than 15 days after the relevant consent is obtained from the Bank of Mongolia.</p>	<p><del>5.9. The dividend payment date shall be no later than 15 days after the relevant consent is obtained from the Bank of Mongolia:</del></p> <p><u>The year-end dividends shall be distributed to the shareholders within four months following the end of the relevant financial year, provided that the Bank of Mongolia's consent has been granted.</u></p>