



**"GOBI" JOINT STOCK COMPANY
RESOLUTION OF THE TABULATION COMMITTEE
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Date: **09/08/2025**

No: **01**

Ulaanbaatar

┌ *On the Quorum of the Meeting* ┐

The quorum of the Extraordinary General Meeting of Shareholders of "Gobi" JSC held on September 8, 2025, is hereby reported to the Chair of the Meeting as follows:

1. It is hereby noted that the record date for determining the shareholders eligible to participate in the 2025 Extraordinary General Meeting of Shareholders of "Gobi" JSC was August 18, 2025.
2. As of the record date, the total number of voting shares of "Gobi" JSC was **780,112,500**. Of these: **14,866,699** voting shares, representing **1.91%** of total voting rights, were exercised in advance by **475** shareholders through reviewing the meeting materials and submitting their votes prior to the meeting. **682,231,660** voting shares, representing **87.45%** of total voting rights, were represented in person by **31** shareholders on September 8. Therefore, the total attendance reached **89.36%**, confirming that the quorum requirement for the meeting was duly met.

CHAIR OF THE TABULATION COMMITTEE

MEMBERS OF THE COMMITTEE



[Handwritten signatures of committee members]

T. MUNKHZUL

D. SARANGUA

B. URANGOO

B. UUGANZAYA



**"GOBI" JOINT STOCK COMPANY
RESOLUTION OF THE TABULATION COMMITTEE
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Date: **09/08/2025**

No: **02**

Ulaanbaatar

┌ *On the Consolidated Results of the Voting* ┐

Pursuant to Article 67.3 of the Company Law of Mongolia, and Articles 6.1.10 through 6.1.16 of the Charter of the Company, based on the tabulated voting results of the 2025 Extraordinary General Meeting of Shareholders of "Gobi" JSC, **IT IS HEREBY RESOLVED THAT:**

1. It shall be recorded that a total of **505** ballot papers were collected, representing **697,093,259** shares or **89.36%** of the total voting rights.
2. On September 8, 2025, **30** ballot papers representing **682,226,560** shares or **87.45%** of total voting rights were collected via ballot box at the meeting.
3. With respect to advance voting: **1** ballot representing **191** shares (**0.00%** of voting rights) was submitted via email; **474** ballots representing **14,866,508** shares (**1.91%** of voting rights) were submitted in advance at the company's office.
4. It shall be noted that **11** ballot papers representing **6,401** shares (**0.00%** of voting rights) were deemed invalid.
5. The resolution to change the legal form of Gobi JSC was adopted by an overwhelming majority of the voting rights present, namely, **99.99%** of the votes cast.
6. The resolution to approve the Restated Charter in connection with the change of the Company's legal form was adopted by an overwhelming majority of the voting rights present, namely, **99.99%** of the votes cast.

CHAIR OF THE TABULATION COMMITTEE

MEMBERS OF THE COMMITTEE



T. MUNKHZUL

D.SARANGUA

B.URANGOO

B.UUGANZAYA



**“GOBI” JOINT-STOCK COMPANY
RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Date: **09/08/2025**

No. **01**

Ulaanbaatar

┌ *On Changing the Company's Legal Form* ┐

WHEREAS, pursuant to Articles 23.1, 23.2, 23.3, 23.5 and 23.6 of the Company Law of Mongolia, Article 24.1, Article 53.1.1, Articles 62.1.4 and 62.1.12 of the Company Law of Mongolia, Article 6.2 of the “Securities Listing Rules” approved by the Financial Regulatory Commission, and Clauses 6.1.9.2 and 6.1.9.4 of the Charter of “Gobi” JSC (the “Company”), and with due regard to the voting results tabulated by the Tabulation Committee of the Extraordinary General Meeting of Shareholders;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The draft proposal of the Board of Directors of “Gobi” JSC (the “BoD”) to change the Company’s legal form and the procedure for implementing such change, as submitted to the Extraordinary General Meeting of Shareholders, are hereby approved as set forth in Appendix 1 to this resolution.
2. The transformation of the Company from a joint-stock company into a limited liability company is hereby approved.
3. Notwithstanding the change of the Company’s legal form a joint-stock company to a limited liability company, the powers of the BoD elected at the Company’s 2025 Annual General Meeting shall remain in effect until the Financial Regulatory Commission issues a resolution removing the Company from the securities listing and the transformation of the Company’s legal form is duly registered with the State Registration Authority.
4. In connection with the reorganization and the transformation, the Head of Legal Division, Mr. Ts. Tsaschikher, is hereby authorized to take all necessary measures to implement the conversion, including but not limited to: commissioning an independent external audit report, arranging for a share valuation, entering into agreements with brokerage firms and the Central Securities Depository, and executing and signing any and all documents required for the reorganization.

5. It is recorded that the rights, duties and liabilities of "Gobi" JSC shall be transferred to the newly formed "Gobi" LLC, and that the legal name and executive management of the entity shall remain unchanged.
6. Shareholders holding voting shares who voted against the change of the Company's legal form or did not participate in the vote shall have the right to demand that the Company repurchase their shares. The BoD is hereby instructed to organize and conduct any such share buyback process in accordance with the procedures established by law.
7. Pursuant to Article 55.2 of the Company Law of Mongolia, the BoD is entrusted with determining and approving the per-share buyback price for the purpose of carrying out any share buyback.
8. The Head of Legal Division, Mr. Ts. Tsaschikher, is hereby authorized to deliver this Resolution to the parent company and all relevant authorities, and to perform any further actions as may be required, without the need for separate powers of attorney.

CHAIR OF THE MEETING

Ts. BAATARSAIKHAN





**"GOBI" JOINT-STOCK COMPANY
RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Date: **09/08/2025**

No. **02**

Ulaanbaatar

┌ *On the Approval of the Restated Charter in Connection with* ┐
the Change of the Company's Legal Form

WHEREAS, the Extraordinary General Meeting of Shareholders of "Gobi" JSC, pursuant to Article 62.1.1 of the Company Law of Mongolia, and with due regard to the voting results of the Tabulation Committee, has duly deliberated on the matter of reorganizing the Company;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. It is duly recorded that the Extraordinary General Meeting of Shareholders of "Gobi" JSC has resolved to reorganize the Company into a limited liability company.
2. In connection with such reorganization, the Charter of "Gobi" LLC shall be approved in its restated form as attached hereto in Appendix 1 to this Resolution.
3. The Head of Legal Division, Mr. Ts. Tsaschikher, is hereby instructed to submit this Resolution to the Financial Regulatory Commission and the Mongolian Stock Exchange, and to register the reorganization with the State Registration Office of Legal Entities and complete all procedures necessary to obtain the certificate of registration.

CHAIR OF THE MEETING

Ts. BAATARSAIKHAN


