

**BOARD OF DIRECTORS
MEETING RESOLUTION**

March 12, 2025

№ 06

Ulaanbaatar

The undersigned, being the all of the members of the Board of Directors of KHAN BANK JSC, a Mongolian public joint stock company (Registration number 2693321) (the “Bank”), hereby adopt the following resolution:

WHEREAS: Clause 76.1.2 of Article 76 of the Company Law of Mongolia states that the Board of Directors shall have authority to hold annual and extraordinary shareholders meeting;

WHEREAS: In relation with Sections 60.1, 60.2 and 60.4 of the Article 60; Article 71 of the Company Law of Mongolia, and the relevant regulation of the “Regulation to deliver notice of shareholders meeting of public companies” approved by the Resolution No. 377 of the Financial Regulatory Commission dated December 14, 2018; and

WHEREAS: Clause 9.13.2 of Article 9 of the Bank’s Charter states that the Board of Directors shall exercise the power to call an annual and extraordinary shareholders meeting

NOW, THEREFORE, be it:

1. **RESOLVED** to call an annual shareholders meeting on April 24, 2025 at 2:00 PM (UB time) in a hybrid (both physical and online) form in the venue: KHAN Theatre, Seoul office, Seoul street – 25, 3rd khoroo, Sukhbaatar district, Ulaanbaatar, Mongolia.
2. **RESOLVED** to oblige Corporate Secretary /Ms. Yanjinkham V./ to submit the notice of calling an annual shareholders meeting to the Bank of Mongolia, Financial Regulatory Commission and the Mongolian Stock Exchange by March 14, 2025.
3. **RESOLVED** to oblige Chief Executive Officer /Ms. Munkhtuya R./ to publish the announcement of the annual shareholders meeting on websites of the Mongolian Stock Exchange and the Bank, and through at least 2 daily newspaper and other public media channels by March 17, 2025 and repeat the announcement on April 01, 2025 to the public again using the same channels.
4. **RESOLVED** to oblige Corporate Secretary /Ms. Yanjinkham V./ to submit the agenda, draft resolutions and other relevant documents of the annual shareholders meeting to the security brokerage company by March 21, 2025.
5. **RESOLVED** to set the registration date for the list of shareholders entitled to participate in the annual shareholders meeting on April 4, 2025.
6. **RESOLVED** to approve the agenda of the annual shareholders meeting as per the Appendix No.1.
7. **RESOLVED** to approve the list of documents related to the agenda of the annual shareholders meeting as per the Appendix No.2.
8. **RESOLVED** to approve the Organizing Commission of the annual shareholders meeting as per the Appendix No.3.
9. **RESOLVED** to approve the Tabulation Commission of the annual shareholders meeting as per the Appendix No.4.
10. **RESOLVED** to approve the ballot paper to collect votes of shareholders as per the Appendix No.5.



CONFIDENTIAL

11. **RESOLVED** to oblige the Organizing Commission ensuring the necessary information technology solutions are in place to hold the annual shareholders meeting remotely or online.
12. **RESOLVED** to oblige the Organizing Commission to ensure the possibility to collect votes of shareholders in advance until 4:00 PM of date April 21, 2025 in hardcopy through brokerage company or at the KHAN Bank Tower, addressed Chinggis avenue – 6, Stadium Orgil – 1, 15th khoroo, Khan-Uul district, Ulaanbaatar or at the local branches and units of the Bank, or online via www.khanbank.com.
13. **RESOLVED** to oblige Chairperson /Mr. Dugarbaatar D./ of the Tabulation Commission to collect the ballot papers, either in hardcopy or softcopy, from the shareholders attended to the annual shareholders meeting and present the result of the votes to the shareholders meeting for approval.
14. **RESOLVED** that Chairperson /Ms. Daribum T./ of the Board of Directors of the Bank shall chair the annual shareholders meeting.
15. **RESOLVED** to oblige Corporate Secretary /Ms. Yanjinkham V./ to submit the matters resolved by the annual shareholders meeting and other relevant documents to the Bank of Mongolia, Financial Regulatory Commission and Mongolian Stock Exchange before the deadline specified in the Company Law, the Law on Securities Market and other relevant regulations.

APPROVED



Khulan Dashdavaa

Harada Yasunari

Baatarsaikhan Tsagaach

Kisaburo Ishii

John Law

Tamir Amarbayasgalan

Hans Aart Jongejans

Amarsanaa Batbold



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AGENDA OF THE ANNUAL SHAREHOLDERS MEETING

1. Presentations:

- a. KHAN Bank JSC performance and financial reports of 2024;
- b. Dividend distribution to shareholders;
- c. Write-off loans in 2024;
- d. Audited financial statements of 2024 by "PricewaterhouseCoopers Audit" LLC.

2. Request for approval:

- a. The Board of Directors' opinion on the performance and financial reports of 2024;
- b. The Board of Directors performance report of 2024 and its expenditure budget for 2025;
- c. KHAN Bank JSC Action plan for changing shareholding structure and share capital amount.

Appendix No.2 of the Resolution No. 06 of the
Board of Directors, dated on March 12, 2025



LIST OF DOCUMENTS TO BE PRESENTED TO THE SHAREHOLDERS

1. Procedure of the annual shareholders meeting;
2. Presentation of KHAN Bank JSC performance and financial reports of 2024;
3. Presentation of the Board of Directors performance report of 2024;
4. Presentation of the Board of Directors expenditure budget for 2025;
5. KHAN Bank JSC Action plan draft for changing shareholding structure and share capital
6. amount;
7. Ballot paper for voting on the matters of discussion of the annual shareholders meeting;
8. Draft resolution(s) of the annual shareholders meeting; and
9. Other necessary documents specified in Section 65.6 of the Company Law



**ANNUAL SHAREHOLDERS MEETING
ORGANIZING COMMISSION**

Chairperson:

Munkhtuya R., Chief Executive Officer

Members:

Erdenedelger B., First Deputy Chief Executive Officer of Business
Munkhbayar G., Deputy Chief Executive Officer of Risk
Ulzii-Ayush Sh., Executive Vice President of Finance
Ariunbold B., Executive Vice President, Chief Information Officer
Ariuntulga O., Executive Vice President of Enterprise Risk and Compliance
Yanjinkham V., Corporate Secretary
Baasantsee N., Head of Financial Management Department
Narankhuu D., Head of Financial Data Analysis and Reporting Department
Buyanjargal B., Head of Custodian Service Department
Ariunjargal Ch., Head of International Banking Department
Tungalagtamir D., Head of Branding and Public Relations Department
Lkhamsuren R., Head of Physical Security Department
Erdenetsatsral Ts., Head of Customer Experience Department
Sodnom-Ish Kh., Head of Legal Department
Enkhchimeg J., Legal Advisor to Chief Executive Officer

Secretary:

Buyanbileg T., Investor Relations Officer, Corporate Secretariat



Appendix No.4 of the Resolution No. 06 of the
Board of Directors, dated on March 12, 2025

ANNUAL SHAREHOLDERS MEETING TABULATION COMMISSION

Chairperson:

Dugarbaatar D., Chief Audit Executive

Members:

Sodnom-Ish Kh., Head of Legal Department

Uuganchimeg M., Head of Head Office Audit Department

Erbold B., Head of Information Technology Audit Department

Onon B., Director of Client Department, BDSec JSC

Dulguun S., Director of Investment Banking Department, BDSec JSC

Secretary:

Uurtsaikh J., Legal Officer, Corporate Secretariat



Appendix No.5 of the Resolution No. 06 of the
Board of Directors, dated on March 12, 2025



**ANNUAL SHAREHOLDERS MEETING
BALLOT PAPER**

Company name: "KHAN Bank" JSC

Shareholder's full name: _____

Shareholder's _____

registration No.

Type of shares held: common

Number of shares held: _____

Annual shareholders meeting of KHAN Bank shall be held in person/online on April 24, 2025 at 14:00 PM (UB Time).

No.	Agenda items	Approved	Rejected	Abstained
1.	Whether to approve the Board of Directors' opinion on the performance and financial reports of 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Whether to approve the Board of Directors expenditure budget for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Whether to approve the KHAN Bank JSC Action plan for changing shareholding structure and share capital amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's signature and name: _____ / _____

Registered by /Securities company: _____ / _____

Signature and name of the authorized person who received the ballot paper: _____ / _____

Date:, 2025

Remarks/Caution:

1. Please put the mark (✓) in the section of your choice when filling the ballot paper.
2. You can submit your vote in advance within the given deadline, either in hardcopy via brokerage company or to KHAN Bank Tower, addressed Chinggis avenue – 6, Stadium Orgil – 1, 15th khoroo, Khan-Uul district, Ulaanbaatar, or the Bank branches and units in rural areas or online at www.khanbank.com.
3. If you submit your vote via another person/representative, you need to issue a power of attorney (PoA) as per Mongolian laws and regulations to the attorney-in-fact and get the PoA notarized. Your vote shall be deemed valid with the PoA only.
4. If the ballot paper is edited, erased, corrected, or marked with an incorrect sign, it shall be deemed invalid.
5. If you have any questions or comments with regard to the agenda item, you may write down on the reverse side of the ballot paper.
6. You may not have a right to vote again once you have submitted the vote in advance.

For use of the Tabulation Commission of the Shareholders meeting only.

Whether the ballot paper is deemed valid and counted (to be underlined): Yes/No

Signature and name of Chairperson of the Tabulation Commission: _____ / _____

Reason to invalidate the ballot paper:
