

# BOARD OF DIRECTORS RESOLUTION



Date: 16 June, 2023

No. R-2023-32

Ulaanbaatar

Approval of conflict of interest transaction

Based on Articles 76.1.17 and 92.1 of the Company Law, Articles 17.9 and 33.5 of the Banking Law and pursuant to discussions and decisions at its online voting meeting held between 9-16 June 2023, the Board of Directors (the "Board") of XacBank LLC ("XacBank") hereby adopts the following resolutions:

## IT IS NOTED THAT:

1. **WHEREAS** [REDACTED] (the "Borrower"), which is a related party of XacBank, is negotiating with XacBank with respect to a credit line, which would be used for general corporate working capital purposes and the principal terms of which are as follows (the "Credit Line"):

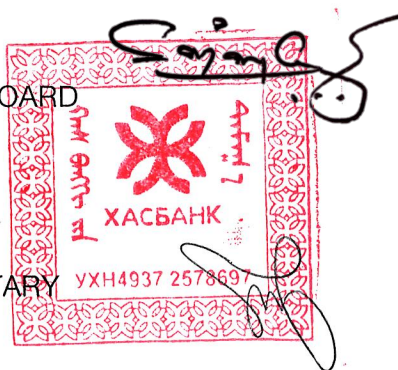
Total amount:	MNT 7,000,000,000
Tenor:	12 months
Interest:	[REDACTED] per annum
Classification/ Provision:	[REDACTED]
Terms and conditions:	as indicated in the Front Sheet of the Loan Request
2. **WHEREAS**, the Board Risk Management Committee (the "BRMC"), after its deliberation at its online voting meeting simultaneously held with the Board meeting, recommended for the Board to approve the Credit Line;
3. **WHEREAS** the Credit Line is a conflict of interest transaction as per Clause 89.1.2 of the Company Law;
4. **WHEREAS**, in accordance with Clause 17.9 of the Banking Law, transactions between the bank and related persons should not receive preferential treatment compared to regular transactions with unrelated individuals, and conflicts of interest transactions must be processed according to the specified legal requirements and procedures. The Credit Line and the approval thereof fulfills these requirements; and
5. **WHEREAS** the Board now wishes to approve the Credit Line and disbursements thereunder as recommended by the BRMC.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Credit Line is hereby approved.
2. The Credit Management Committee of XacBank ("CMC") be and is hereby authorized to approve any loans and disbursement thereof under the Credit Line provided that the total credit exposure of the Borrower does not exceed MNT 19,400,000,000.
3. The CMC, during the life of the Credit Line, be and is hereby authorized to approve waivers and consents to be provided for the Borrower as per its requests and to restructure the loans under the Credit Line, if necessary, upon such terms as the CMC shall deem proper and in the best interests of XacBank, such execution to be conclusive evidence of such approval.
4. This decision shall take effect from the date of this Resolution and is valid for 12 months thereafter.

CHAIRMAN OF THE BOARD  
OF DIRECTORS

GENERAL COUNSEL,  
CORPORATE SECRETARY



SANJAY GUPTA

N.MUNKHTSELMEG