

Resolution No. 25/07 of the
Board meeting of "Sendmn NBFI" LLC ON February 5th 2025,
Attachment 2

**OPERATIONAL PROCEDURE OF THE BOARD OF DIRECTORS OF "SEND MN
NBFI" LLC**

YEAR 2025

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Revision history:

Version	Approval date, resolution number	Description of revision	Prepared by	Reviewed by
01	2022.04.11, Resolution No.22/03		Lawyer/Secretary of the Board of Directors: Ts.Undrakh	Executive Director: B.Turbold
02		Risk and Audit Committee established under the Board of Directors.	Lawyer/Secretary of the Board of Directors: Ts.Undrakh	Operations Director: B.Munkhbat
03	2024.02.05 No.24/04	Amendments and changes aligned with legal regulations	Lawyer/Secretary of the Board of Directors: Ts.Undrakh	Executive Management
04		Secretary of the Board of Directors and additional committee established.	Lawyer/Secretary of the Board of Directors: Ts.Undrakh	Chairman of the Board of the Directors

OPERATIONAL PROCEDURE OF THE REPRESENTATIVE BOARD OF DIRECTORS OF "SEND MN NBFI" LLC

1. GENERAL PROVISIONS

1.1. This Operational Procedure of the Board of Directors (hereinafter referred to as the "Procedure") of "Send MN NBFI" LLC (hereinafter referred to as the "Company") shall regulate relations associated with the activities of the Board of Directors (hereinafter referred to as the "Board"), including its operations, full powers, requirements for Board members, procedure for their election, announcement of Board meetings and provision of information, decisions of Board meetings, committees under the Board, and the liability of Board members.

1.2. The Procedure shall come into force and effect upon its approval by a majority vote of the Board meeting.

1.3. The Company's Board shall operate in its activities in compliance with this Procedure, and is prohibited from committing any illegal act that violates relevant legislation, the Company's Charter, or this Procedure.

2. REQUIREMENTS FOR A MEMBER OF THE BOARD OF DIRECTORS

2.1. The Board shall have 5 or more members. There shall be 1 or more independent members of the Board.

2.2. The members of the Board shall be elected for a term of 3 years by the Shareholders' meeting. A Board member may be re-elected.

2.3. The Board members shall have participated in and received a certificate from a corporate governance training.

2.4. A Board member shall have graduated from a university in the fields of banking, finance, business administration, economics, accounting, information technology, mathematics, statistics, engineering, or law; have full civil legal capacity; and possess the knowledge, skills, and experience required to fully perform the duties stipulated by legislation, rules, and regulations.

2.5. A Board member shall not have been held criminally liable or convicted in connection with money laundering, corruption, bribery, or economic crimes and violations.

2.6. A Board member shall not be a shareholder, Chief Executive Officer, member of the executive management team, or employee of a competing company.

2.7. An independent member of the Board shall meet the following criteria:

2.7.1. Does not own, either themselves or jointly with an affiliated party, more than five percent of the company's common shares;

2.7.2. Does not hold public office, other than in civil service;

2.7.3. Has no business-related conflict of interest with the Company.

2.7.4. Other requirements stipulated by the Law on Companies and the Company's Charter.

3. PROCEDURE FOR ELECTING A MEMBER OF THE BOARD OF DIRECTORS

3.1. A member of the Board shall be elected from the candidates nominated by the shareholders who own more than five percent of the company's shares. The person who receives the most votes in an ordinary poll at the Shareholders' meeting shall be elected.

3.2. The information about the candidates for the Board shall be provided to the Shareholders along with the relevant information as stipulated by law.

3.3. In the case of an ordinary poll to elect a member of the Board, the number of votes in favor of a candidate shall not exceed the number of members to be elected;

3.4. The proposal to elect an ordinary and an independent member of the Board shall be counted separately.

3.5. In the event that a member of the Board is unable to perform his/her duties due to death or other reasons, and the number of members is reduced by more than two-thirds of the total number of members specified in the charter, the company shall convene an extraordinary meeting of shareholders within three months to elect a member of the Board of Directors.

4. CHAIR OF THE BOARD OF DIRECTORS

4.1. The member who receives a majority vote from the members of the Board at the first meeting of the Board shall be elected as the Chair of the Board.

4.2. The term of office of the Chair of the Board shall be the same as the term of office of the Board.

4.3. A member of the Board may be re-elected as Chair of the Board any number of times.

4.4. In the temporary absence of the Chair of the Board, his/her duties shall be performed by a member appointed by the Chair of the Board or the Board itself.

4.5. The executive management of the company shall not be the Chair of the Board.

4.6. The Secretary of the Board shall be appointed by the Board upon the proposal of the Chair of the Board, and in the absence of the Secretary of the Board, a substitute shall be appointed by the Chair of the Board.

4.7. The Chair of the Board shall have the duty to organize the activities of the Board, convene and preside over its meetings, have the meeting minutes recorded, and supervise the implementation of the decisions made.

4.8. The Chair of the Board shall conduct activities such as concluding contracts on behalf of the company and issuing powers of attorney on behalf of the company for the benefit of the company's interests, within the scope of the authority established by this Charter.

5. POWERS OF A MEMBER OF THE BOARD OF DIRECTORS

5.1. A member of the Board shall exercise his/her full powers by actively participating in the meetings of the Board.

5.2. A member of the Board has the right to receive any information related to the issues being discussed at the meeting from the executive management at the same level as other members, and if necessary, review the conclusions and comments of external auditors at the expense of the company.

5.3. If a member of the Board has a conflict of interest in a matter being discussed, he/she shall not participate in the resolution of that matter.

5.4. A member of the Board is obliged to maintain the confidentiality of the company's and business secrets that he/she has come to know during his/her service, and to work for the benefit of the company and shareholders in case of a conflict of personal interests or with those of third parties.

5.5. A member shall work to withhold the company's secrets, information security, and protection governed by the internal procedures established by the company's charter and regulations.

5.6. To work with a high level of responsibility for the implementation of the duties stipulated in the Company Law, the Company Charter, and the regulations, and to work with care and diligence for this purpose.

6. NOTICE OF THE BOARD OF DIRECTORS' MEETING

6.1. The date, time, venue and agenda of both regular and extraordinary meetings of the Board shall be set by the Chair of the Board no fewer than ten (10) days before the meeting.

6.2. The notice of a Board meeting shall specify its date, time and location, include an outline of the matters to be discussed, and—where necessary—be accompanied by all relevant documents and materials.

6.3. Any member of the Board who is unable to attend a meeting must inform the Chair in writing or by e-mail at least one (1) business day before the meeting, stating the reason for their absence.

6.4. If, based on such notices of non-attendance, a quorum will not be present, the Chair of the Board shall decide whether to postpone the meeting.

7. PROVISION OF INFORMATION

7.1. Each member of the Board shall have the right to familiarize themselves with any information relating to the matters to be discussed at a meeting.

7.2. The Company's executive management and the Secretary of the Board shall be obliged to provide Board members with the requested information.

7.3. Any official in charge or responsible employee may be asked by a member of the Board, either orally or in writing and in advance, to furnish references, reports or other materials related to the issues on the meeting agenda.

7.4. If a Board member wishes to propose additional items for discussion, they must notify the other Board members in writing at least three (3) business days before the meeting and submit the relevant documents.

7.5. Notwithstanding the deadline set out in clause 7.4, the Board may agree to consider an additional matter if a majority of the members present agree that it is necessary to protect the Company's operations or interests.

8. OPERATION OF THE BOARD OF DIRECTORS

8.1. The Board shall exercise the following authorities:

8.1.1. To determine the Company's fundamental business directions;

8.1.2. To convene and preside over the annual and extraordinary general meetings of shareholders;

8.1.3. To set the agenda and decide on any matters to be considered at a shareholders' meeting;

8.1.4. To approve the classes of shares to be issued by the Company and register the number of shares and other securities;

- 8.1.5. To fix the issue price of equity and debt instruments and their terms;
- 8.1.6. To purchase or otherwise reacquire the Company's own issued shares or other securities;
- 8.1.7. To appoint or remove the Company's executive management and to define their full powers;
- 8.1.8. To determine the terms and conditions of the service agreements with executive management, including their salaries, bonuses, incentives and responsibilities;
- 8.1.9. To appoint the external audit firm and to determine the terms of its agreement;
- 8.1.10. To review and draw conclusions on the Company's annual operating and financial reports, and to present them for approval at the shareholders' meeting;
- 8.1.11. Unless otherwise provided in the Company's Charter, to determine the amount of dividends and the procedure for their payment;
- 8.1.12. To approve internal governance regulations and rules of procedure for the Board of Directors and for executive management;
- 8.1.13. To establish branches and representative offices of the Company;
- 8.1.14. To prepare and submit to the shareholders' meeting draft resolutions concerning any reorganization of the Company, and to carry out the resulting decisions;
- 8.1.15. To authorize major transactions and any transactions with related or interested parties;
- 8.1.16. To decide on any other matters provided for by applicable law or by the Company's Charter.

8.2. The form of the Board's activity shall be by meeting, and a meeting shall be deemed valid if at least fifty-one percent (51 %) of the Board members participate.

8.3. A Board member may participate by attending in person, by submitting votes in advance, or by using information and communication technology.

8.4. The Board shall hold its regular meeting once each quarter.

8.5. Extraordinary meetings of the Board may, when necessary, be convened at any time by the Chair of the Board, by any Board member, or at the proposal of the executive management.

8.6. Decisions of the Board shall be made in the form of resolutions. Each resolution must be signed by the Chair of the Board, or—if the Chair is absent—by the member appointed as Chair by the meeting or by a member expressly authorized by the Chair.

8.7. Board meetings shall take place during working hours at the Company's principal place of business; in exceptional circumstances they may be held outside normal working hours.

8.8. The Chair of the Board may instruct the Chief Executive Officer to prepare and process all documents and materials relating to the matters to be discussed.

8.9. Meetings shall be conducted according to the following principle:

8.9.1. Proceedings shall be based on free exchange of views and debate, with all members treating one another respectfully. Moreover, while one matter is under consideration and decision, no other matter may be taken up simultaneously.

8.9.2. The Chair shall open and close the meeting and, based on voting, determine which agenda items are to be considered.

8.9.3. The Chair shall open the meeting, the Secretary will confirm attendance and in the event of any absences, the Chair shall provide explanation for any absences.

8.9.4. Per clause 8.3, for any member participating via information-and-communication technology, the Secretary shall ensure that the Chair, the other members and the remote participant all have full access to the meeting, its materials and the means of communication.

8.9.5. After the Chair has briefly introduced the items on the agenda, the other members shall then discuss the matters matter by matter.

8.9.6. Members shall have the right to express their views freely on any matter under discussion. Insult or show of disrespect to others will not be tolerated.

8.9.7. If, during the meeting, it is necessary to hear from an official or specialist responsible for a particular agenda item, that person shall be summoned to participate, provide opinions and conclusions, and submit any relevant documents.

8.9.8. Each member participating in the meeting shall have one vote on each resolution.

8.9.9. A resolution of the Board shall be adopted by a simple majority of the votes cast by the members present.

8.9.10. Any vote submitted in advance by a member who, for a valid reason, is unable to participate in the meeting shall be deemed valid in the final tally.

8.9.11. The Board may also adopt resolutions through anonymous voting.

8.9.12. A recess can be called if a meeting runs for two hours; such recess can be up to one hour.

8.9.13. All Board resolutions must be signed by the Chair of the Board and authenticated with the Board's official seal to become effective.

9. RESOLUTIONS OF THE BOARD OF DIRECTORS' MEETING

9.1. The minutes of the meeting shall be signed by all members in attendance, and the Chair of the Board shall be responsible for the accuracy of those minutes.

9.2. A resolution of a meeting shall record the date of the meeting, its reference number, the place where it was held, and the resolutions adopted.

9.3. The minutes shall include the following details:

9.3.1. The venue, year, month, day and time of the meeting.

9.3.2. The names of the participating members.

9.3.3. The matters discussed, including any detailed deliberations and procedural notes.

9.3.4. The proposals decided upon and the results of the votes taken.

9.3.5. The resolutions adopted.

9.4. The Secretary of the Board shall distribute the Board's resolutions and minutes to the competent authorities, to Executive Management, and to other relevant parties; shall collect and review any feedback or related information; and shall present these to the Board in the designated time.

9.5. The Secretary of the Board shall maintain and manage the archival records of the Board's resolutions and minutes in accordance with the prescribed document-management procedures.

9.6. The Board's resolutions and minutes shall be retained for a period of five (5) years, after which they shall be transferred to the Company's central archives.

10. COMMITTEES ESTABLISHED BY THE BOARD OF DIRECTORS

10.1. The Board alongside it will have an Audit and Risk Committee, a Remuneration Committee, and a Nomination Committee.

10.2. Each committee shall have a clearly defined mandate, carry out its assigned tasks, report its findings, and exercise the right to come to decisions on certain matters granted by the Company Law.

10.3. The term of office for each committee shall coincide with the term of office of the Board.

10.4. A committee shall be composed of no fewer than three (3) members of the Board. The committee's chair and members shall be appointed by the Board.

10.5. If the Board finds necessary, it may establish a permanent or temporary committee on specific matters.

11. SALARIES AND REMUNERATION

11.1. The salaries and remuneration of the members of the Board shall be determined and paid as follows:

11.1.1. The amount of each member's salary and any bonus shall be approved by the Shareholders' Meeting and paid by the Company in accordance with that approval.

11.1.2. When calculating each member's remuneration, account shall be taken of his or her attendance at Board meetings.

11.1.3. In measuring attendance, absence and tardiness in both regular and extraordinary meetings due to invalid reasons shall be taken into account and deducted.

11.1.4. If a member is unable to attend a meeting in person due to valid reasons, he or she must submit votes or opinions in writing or by electronic means. If not submitted, it shall be deemed as an absence from a meeting.

11.1.5. The Chief Executive Officer shall, no later than the 5th day of the month following each calendar month, determine the total salaries and bonuses for that month and arrange for their payment based on the Secretary's report on attendance.

12. SECRETARY OF THE BOARD

12.1. In order to ensure that Board meetings are conducted properly and that all related communications and records are managed, the Board shall appoint a Secretary. The Secretary of the Board must meet the following requirements:

12.1.1. Hold a high-education degree

12.1.2. Possess the necessary professional qualifications and work experience to carry out the duties of Board Secretary

12.1.3. Be knowledgeable about the Company Law and other applicable legislation

12.1.4. Have participated in training on corporate governance

12.1.5. Meet any additional requirements prescribed by laws and regulations

12.2. The Secretary of the Board shall have the following responsibilities:

12.2.1. Maintain the records and minutes of the Shareholders' Meeting and of the Board's documents, and ensure that shareholders receive all relevant information;

12.2.2. Organize and coordinate the preparation for shareholders' and Board meetings: issue notices, compile and distribute the agenda and related background materials, draft proposed resolutions and other documents, and ensure they are delivered in accordance with the prescribed procedures;

12.2.3. Record the minutes from shareholders' and Board meetings, ensure drafted resolutions are properly recorded and filed, and monitor their implementation;

12.2.4. Arrange and oversee the logistical and administrative support for shareholders' meetings, Board meetings, the Chief Executive Officer and any other participants, and ensure that meetings run smoothly;

12.2.5. Coordinate the internal governance processes of the Board.

13. LIABILITY

13.1. If a member of the Board, without a valid excuse, fails to attend three (3) or more consecutive meetings, the Board shall consider the question of dismissing that member.

13.2. If a member of the Board causes damage to the Company through wrongful conduct, they shall, as the responsible party, fully compensate the Company for the loss.

13.3. If a member of the Board is a lawful shareholder of the Company, the member shall compensate the damages caused to the Company from their own shares and if their shares are insufficient to fully compensate the damages, payment shall be taken from their own personal assets.

13.4. A member of the Board, the Chair of the Board or the Secretary of the Board who, in violation of applicable laws, regulations or internal rules, causes damage to the Company or to a shareholder shall indemnify such loss out of their own assets in the following cases:

13.4.1. Use of the Company's name for personal gain;

13.4.2. Willfully providing false information to shareholders;

13.4.3. Failure to follow their duties on providing information;

13.4.4. Failure to retain or preserve documents in accordance with prescribed procedures.

13.5. If a member of the Board commits an offense under criminal law that results in damage, the Company shall notify the relevant organizations and shall be compensated for the loss caused by that offense.

14. ENTRY INTO FORCE

14.1. These Regulations shall enter into force as of the date of their approval.

14.2. The Board shall have the right to amend and supplement these Regulations, and any such amendments or supplements must be consistent with the Company's Charter.