

To the Central Bank of Mongolia
Golomt Bank Independent Director report for the 3rd Quarter of 2024

by Independent Director Robert W. van Zwieten

I, Robert W. van Zwieten, was elected as an independent member of the Board of Directors (the “Board”) of Golomt Bank (“Golomt” or the “Bank”) on May 19th, 2023, and was approved by the Central Bank of Mongolia on this same date. I was also appointed as member of the Nomination Committee, and later as member of the Audit Committee and Risk Management Committee.

I have attended in person in the Board Regular Meeting on the 25th to 26th of July, and virtually in the Bank’s Committee meetings, where I am a member of.

My major contributions were:

- Monitoring of related party transactions, particularly watching conflicts of interest – none were detected.
- Following and monitoring the IA plan, the IA reports and the fulfillment of the plan.
- Assessments of the IA plan
- Scrutinizing the Credit applications.
- Contributions to the discussion of the Business Plan
- Working as a member of the Audit, Risk Management and Nomination Committees

BOARD MEETINGS:

Meeting Date	Meeting	Item of discussion	Resolution	Vote/opinion
04.07.2024	Board /irregular/	About the liquidation of company (loan collection related operation)	Discussed	Supported
04.07.2024	Board /irregular/	Approval of cooperation agreement	Discussed	Supported
23.07.2024	Board /irregular/	Appointment of Chief Executive Officer	Discussed	Supported
26.07.2024	Board /regular/	2024 first half year report	Discussed	Discussed
		Macro-economic update	Discussed	Discussed
		Financial results of 2024 first half	Discussed and approved	Supported
		Competitor Analysis	Discussed	Discussed
		Progress report on Digital Transformation Division	Discussed	Discussed

		Progress report on ongoing projects	Discussed	Discussed
		Progress report on Customer Registration Division	Discussed	Discussed
		Progress report on Customer Experience Division	Discussed	Discussed
		Progress report on Private Banking operations	Discussed	Discussed
		Progress report on Leasing Center operations	Discussed	Discussed
		Progress report on Golomt Plaza – new head office project	Discussed	Discussed
		Audit committee 2024 Q2 report	Discussed	Discussed
		Risk Management committee 2024 Q2 report	Discussed	Discussed
		Governance, Ethics, Remuneration committee 2024 Q2 report	Discussed	Discussed
		Nomination committee 2024 Q2 report	Discussed	Discussed
		Next Board meeting date	Discussed	Discussed
24.09.2024	Board /irregular/	Approval of amendment in Golomt Bank's Compliance policy	Discussed	Supported
		Sale of Bank Real Estate Property	Discussed	Supported

Related Party Transactions:

- Easy Pay LLC /Sale of Bank Real Estate Property/.

As member of the Risk Management Committee, I attended the following meetings.

RISK MANAGEMENT COMMITTEE MEETINGS CONVENED ON THE FOLLOWING DATES:

- 08.07.2024
- 25.07.2024
- 31.07.2024

- 05.08.2024
- 29.08.2024
- 09.09.2024

Approvals for financing are reviewed in detail and voted on virtually. Most of the issues were the review of the Credit Committee decisions for applications related to companies with MNT 20 billion or more one obligor basis credit exposure balance.

As a member of the Audit Committee, I have attended the following meetings:

AUDIT COMMITTEE MEETINGS:

Meeting Date	Item of discussion	Vote/Opinion
25.07.2024	Related party report for Q2	Discussed
	Audit report on Trading operations	Discussed
	Audit report on Cyber security operations	Discussed
	Internal audit function /IAD, DAU/ performance report 2024Q2	Discussed
	Appointment of Head of department /Remote audit, quality assurance department/	Discussed and approved
18.09.2024	2024'08 Financial results	Discussed
	2024H1 Independent Audit result	Discussed
	E-KYC/Online onboarding/	Discussed
	Branch audit report integration	Discussed

Furthermore, as an Independent Director, I would like to highlight the following:

- Board and Committee meetings are attended jointly by management as well as the Directors. Discussions are open. Board members can freely question management policies and results. Healthy critique as necessary is possible.
- The Secretary of the Board oversees the preparation of detailed information for Board members in advance of the Board and Committee meetings. The Directors are very well informed and can contribute effectively to the meetings.
- The Bank's organizational structure has continued to be improved and is operating efficiently, in particular the Internal Audit.
- To the best of my knowledge, I confirm that the decisions of the Board and the Executive Management are for the best interest of the Bank and made without ill faith.

- The operations of the Board are according to the laws and regulations set forth by the policy makers.
- The Board gave guidelines for complicated issues.
- In the reporting period, as an Independent Director of the Bank, I have not found any wrongdoing that could adversely affect the Bank. Therefore, I did not make demands for an extraordinary meeting for any specific issue.
- The Board as well as the Management are transparent about decisions made and the rationale behind the same, and transparently report in a timely manner.
- The bank's management is fulfilling the operational plans for the time being.
- I have received sufficient information to make my decisions.

Signed:

Robert W. van Zwieten

To the Central Bank of Mongolia
Golomt Bank Independent Director report for the 3rd Quarter of 2024

by Independent Director James B. Dwyer III

I, James B, Dwyer III, was elected as an independent member of the Board of Directors (the “Board”) of Golomt Bank (“Golomt” or the “Bank”) in March 2018.

In the third quarter of 2024 I attended all Board of Directors’ meetings and virtually all the Bank’s Committee meetings, where I am a member.

My major contributions were:

- Working as the Chairman of the Audit Committee. Following and monitoring the IA plan, the IA reports and the fulfillment of the plan.
- As a member of the Risk Management Committee, scrutinizing the Credit applications.
- Monitoring of related party transactions, particularly watching conflicts of interest – none were detected.
- Contributions to the ongoing discussions of the Business Plan.

BOARD MEETINGS:

Meeting Date	Meeting	Item of discussion	Resolution	Vote/opinion
04.07.2024	Board /irregular/	About the liquidation of company (loan collection related operation)	Discussed	Supported
04.07.2024	Board /irregular/	Approval of cooperation agreement	Discussed	Supported
23.07.2024	Board /irregular/	Appointment of Chief Executive Officer	Discussed	Supported
26.07.2024	Board /regular/	2024 first half year report	Discussed	Discussed
		Macro-economic update	Discussed	Discussed
		Financial results of 2024 first half	Discussed and approved	Supported
		Competitor Analysis	Discussed	Discussed
		Progress report on Digital Transformation Division	Discussed	Discussed
		Progress report on ongoing projects	Discussed	Discussed
		Progress report on Customer Registration Division	Discussed	Discussed
		Progress report on Customer Experience Division	Discussed	Discussed
		Progress report on Private Banking operations	Discussed	Discussed
		Progress report on Leasing Center operations	Discussed	Discussed

		Progress report on Golomt Plaza – new head office project	Discussed	Discussed
		Audit committee 2024 Q2 report	Discussed	Discussed
		Risk Management committee 2024 Q2 report	Discussed	Discussed
		Governance, Ethics, Remuneration committee 2024 Q2 report	Discussed	Discussed
		Nomination committee 2024 Q2 report	Discussed	Discussed
		Next Board meeting date	Discussed	Discussed
24.09.2024	Board /irregular/	Approval of amendment in Golomt Bank's Compliance policy	Discussed	Supported
		Sale of Bank Real Estate Property	Discussed	Supported

Related Party Transactions:

- Supported the Easy Pay LLC /Sale of Bank Real Estate Property/.

As the Chairman of the Audit Committee:

AUDIT COMMITTEE MEETINGS:

Meeting Date	Item of discussion	Vote/Opinion
25.07.2024	Related party report for Q2	Discussed
	Audit report on Trading operations	Discussed
	Audit report on Cyber security operations	Discussed
	Internal audit function /IAD, DAU/ performance report 2024Q2	Discussed
	Appointment of Head of department /Remote audit, quality assurance department/	Discussed and approved
18.09.2024	2024'08 Financial results	Discussed
	2024H1 Independent Audit result	Discussed
	E-KYC/Online onboarding/	Discussed
	Branch audit report integration	Discussed

As member of the Risk Management Committee, I attended the following meetings.

RISK MANAGEMENT COMMITTEE MEETINGS CONVENED ON THE FOLLOWING DATES:

- 08.07.2024
- 25.07.2024
- 31.07.2024
- 05.08.2024
- 29.08.2024
- 09.09.2024

Approvals for financing are reviewed in detail and voted on virtually. Most of the issues were the review of the Credit Committee decisions for applications related to companies with MNT 20 billion or more one obligor basis credit exposure balance.

Conflicts of Interest Transactions:

In the reporting period, there were no conflicts of interest transactions made.

The following points were made as Independent Director:

- Reviewed Golomt Bank's financial results for August 2024.
- Read and reviewed the audit reports presented by the Internal Audit Division (IAD) in detail.

Furthermore, as an Independent Director, I would like to highlight the following:

- The operations of the Board are according to the laws and regulations set forth by the policy makers.
- In cases where the Board found issues which could be improved upon, we initiated discussions at the Board level, provided guidelines to improve the operations and gave a deadline for reporting back. The Management follows through with such requests and has taken necessary actions in a timely manner.
- In the reporting period, as an Independent Director of the Bank, I have not found any wrongdoing that could adversely affect the Bank. Therefore, I did not make demands for an extraordinary meeting for any specific issue.
- The Bank's business planning and budgeting have been exemplary. Frequent changes have been made as necessary. Variances from plan are reviewed and revisions to strategy implemented. Comparisons with the other 4 major banks are regularly noted in determining sound strategies.
- The Bank's management successfully continued to substantially build Operating Profit through August 2024. A dramatic improvement to record levels is in process in calendar 2024 as evidenced by financial results in Q2 2024. Access to foreign equity has continued to be successfully obtained, highlighted by the \$300 million international bond offering in Q2 as well as coordination with IFC to be implemented over the next 3 years and financings of \$38 million with several other international entities.
- The Bank's organizational structure has progressed efficiently with the recent promotion of Odonbaatar to CEO.

- Board and Committee meetings are attended jointly by management as well as the Directors. Discussions are open. Board members can freely question management policies and results. Healthy critique as necessary is possible. The Board gave guidelines for certain important issues.
- The Secretary of the Board oversees the preparation of detailed information for Board members in advance of the Board and Committee meetings. The Directors are very well informed and can contribute effectively to the meetings.
- To the best of my knowledge, I confirm that the decisions of the Board and the Executive Management are in the best interests of the Bank and made without ill faith.

Signed:

James B. Dwyer III

To the Central Bank of Mongolia
Golomt Bank Independent Director report for 3rd Quarter of 2024

by Independent Director Hans Holzhacker, 7 October 2024

I, Hans Holzhacker, was elected as an independent member of the Board of Directors (the “Board” of Golomt Bank (“Golomt” or the “Bank”) on the 25th July, 2024.

I have since attended in person the Board of Directors’ meeting held on the 25th to the 26th of July, as well as have participated, via e-mail, in the Board exchange of views and decisions.

Major items, where I participated in the discussion and decisions:

Meeting Date	Meeting	Item of discussion	Resolution	Vote/opinion
26.07.2024	Board /regular/	2024 first half year report	Discussed	Discussed
		Macro-economic update	Discussed	Discussed
		Financial results of 2024 first half	Discussed and approved	Supported
		Competitor Analysis	Discussed	Discussed
		Progress report on Digital Transformation Division	Discussed	Discussed
		Progress report on ongoing projects	Discussed	Discussed
		Progress report on Customer Registration Division	Discussed	Discussed
		Progress report on Customer Experience Division	Discussed	Discussed
		Progress report on Private Banking operations	Discussed	Discussed
		Progress report on Leasing Center operations	Discussed	Discussed
		Progress report on Golomt Plaza – new head office project	Discussed	Discussed
		Audit committee 2024 Q2 report	Discussed	Discussed
		Risk Management committee 2024 Q2 report	Discussed	Discussed
		Governance, Ethics, Remuneration committee 2024 Q2 report	Discussed	Discussed
		Nomination committee 2024 Q2 report	Discussed	Discussed
Next Board meeting date	Discussed	Discussed		

24.09.2024	Board /irregular/	Approval of amendment in Golomt Bank's Compliance policy	Discussed	Supported
		Sale of Bank Real Estate Property	Discussed	Supported

To the best of my knowledge, in the reporting period, Golomt has used the Bank’s best efforts to strengthen the Bank’s capital structure, profitability, operations, reporting and corporate governance practices designed and implemented by the Board and the senior management team.

In particular, and as a Director, I would like to highlight the following:

- Board meetings were attended jointly by management as well as the Directors. Discussions are open. Board members can freely question management policies and results.
- Items discussed at the Board are presented with sufficient time and documented to enable Directors to educate themselves ahead of Board meetings. I have sufficient information to make decisions. However, I urged management that Independent Directors receive documents (especially financial reports) earlier, to allow for a more detailed and careful examination.
- Discussions at the Board are open and in-depth, allowing Directors to discuss in-dept, make informed decisions, and provide ideas and constructive criticisms about matters of importance to the Bank.
- To the best of my knowledge, I confirm that the decisions of the Board and the Executive Management are for the best interest of the Bank and made without ill faith.
- The operations of the Board are according to the laws and regulations set forth by the policy makers

The above principles and objectives are further reinforced by a set of policies and decisions defined and undertaken by the Board, among which the following:

- Golomt’s management follows the Board of Directors’ directions and is empowered to manage the bank professionally and with sufficient degrees of freedom;
- Golomt applies its best efforts to follow the regulations and to implement the recommendations of Mongolian’s Central Bank; and
- The operations of the Board are in line to all other laws and regulations set forth by the policy makers.

Signed,

Hans Holzhaacker, Independent Director

To the Central Bank of Mongolia
Golomt Bank Independent Director report for the 3rd Quarter of 2024

by Independent Director Alexander Picker

I, Alexander Picker, was elected as an independent member of the Board of Directors (the “Board”) of Golomt Bank (“Golomt” or the “Bank”) on December 23rd, 2021.

I have since attended in person the Board of Directors’ meeting held on the 25th to the 26th of July, as well as have participated, via conference call, in the Board Committee meetings, where I am a member of.

My major contributions were:

- Contributing to the regular Board meeting
- Monitoring of related party transactions, particularly watching conflicts of interest – none were detected.
- Following and monitoring the IA plan, the IA reports and the fulfillment of the plan.
- Assessments of the IA plan
- Scrutinizing the Credit applications.
- Contributions to the discussion of the results.
- Working as the Chairman of the Risk Management and Nomination Committees.

BOARD MEETINGS:

Meeting Date	Meeting	Item of discussion	Resolution	Vote/opinion
04.07.2024	Board /irregular/	About the liquidation of company (loan collection related operation)	Discussed	Supported
04.07.2024	Board /irregular/	Approval of cooperation agreement	Discussed	Supported
23.07.2024	Board /irregular/	Appointment of Chief Executive Officer	Discussed	Supported
26.07.2024	Board /regular/	2024 first half year report	Discussed	Discussed
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		Financial results of 2024 first half	Discussed and approved	Supported
		Competitor Analysis	Discussed	Discussed
		Progress report on Digital Transformation Division	Discussed	Discussed
		Progress report on ongoing projects	Discussed	Discussed
		Progress report on Customer Registration Division	Discussed	Discussed
		Progress report on Customer Experience Division	Discussed	Discussed

		Progress report on Private Banking operations	Discussed	Discussed
		Progress report on Leasing Center operations	Discussed	Discussed
		Progress report on Golomt Plaza – new head office project	Discussed	Discussed
		Audit committee 2024 Q2 report	Discussed	Discussed
		Risk Management committee 2024 Q2 report	Discussed	Discussed
		Governance, Ethics, Remuneration committee 2024 Q2 report	Discussed	Discussed
		Nomination committee 2024 Q2 report	Discussed	Discussed
		Next Board meeting date	Discussed	Discussed
24.09.2024	Board /irregular/	Approval of amendment in Golomt Bank's Compliance policy	Discussed	Supported
		Sale of Bank Real Estate Property	Discussed	Supported

Related Party Transactions:

Easy Pay LLC /Sale of Bank Real Estate Property/.

As the Chairman of the Risk Management Committee:

I have been appointed as the Chairman of the Risk Management Committee since the 26th October, 2023, by the Resolution No. 30 of the Board of Directors.

RISK MANAGEMENT COMMITTEE MEETINGS CONVENED ON THE FOLLOWING DATES:

- 08.07.2024
- 25.07.2024
- 31.07.2024
- 05.08.2024
- 29.08.2024
- 09.09.2024

Approvals for financing are reviewed in detail and voted on virtually. Most of the issues were the review of the Credit Committee decisions for applications related to companies with MNT 20 billion or more one obligor basis credit exposure balance.

Conflicts of Interest Transactions:

In the reporting period, there were no conflicts of interest transactions made.

As a member of the Audit Committee:

AUDIT COMMITTEE MEETINGS:

Meeting Date	Item of discussion	Vote/Opinion
25.07.2024	Related party report for Q2	Discussed
	Audit report on Trading operations	Discussed
	Audit report on Cyber security operations	Discussed
	Internal audit function /IAD, DAU/ performance report 2024Q2	Discussed
	Appointment of Head of department /Remote audit, quality assurance department/	Discussed and approved
18.09.2024	2024'08 Financial results	Discussed
	2024H1 Independent Audit result	Discussed
	E-KYC/Online onboarding/	Discussed
	Branch audit report integration	Discussed

Following points were made as Independent Director:

- Reviewed Golomt Bank's financial results for first half year 2024, which are highly satisfactory.
- Discussed in detail the Digital transformation and the respective Cyber Security threats.
- Discussed the Audit Results.
- Discussed in detail credit decisions adopted by the Credit Committee.

Furthermore, as an Independent Director, I would like to highlight the following:

- Board and Committee meetings are attended jointly by management as well as the Directors. Discussions are open. Board members can freely question management policies and results. Healthy criticism, if necessary, is possible.
- The Secretary of the Board oversees the preparation of detailed information for Board members in advance of the Board and Committee meetings. The Directors are very well informed and can contribute effectively to the meetings.
- The Bank's organizational structure has continued to be improved and is operating quite efficiently, in particular the Internal Audit.

- To the best of my knowledge, I confirm that the decisions of the Board and the Executive Management are for the best interest of the Bank and made without ill faith.
- The operations of the Board are according to the laws and regulations set forth by the policy makers.
- The Board gave guidelines for complicated issues.
- In the reporting period, as an Independent Director of the Bank, I have not found any wrongdoing that could adversely affect the Bank. Therefore, I did not make demands for an extraordinary meeting for any specific issue.
- The Board as well as the Management are transparent about decisions made and the rationale behind the same, and transparently report in a timely manner.
- The bank's management is fulfilling the operational plans for the time being.
- I have received sufficient information to make my decisions.

Signed:

Alexander Picker