

DOCUMENT NAME

**REGULATIONS OF THE BOARD OFFICE OF**  
**GOBI JSC**

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## 1. GENERAL

### 1.1. Purpose

1.1.1. The purpose of this Regulations of the Board Office (hereinafter the “Regulation”) to establish guidelines for the primary responsibilities, composition, internal structure, and functioning of the Board Office of Gobi JSC (hereinafter the “Company”).

### 1.2. Scope

1.2.1. This Regulation applies to the Board members, including the Chairperson of the Board, and employees of the Board Office.

### 1.3. Terms and Definitions

1.3.1. **Corporate governance:** A system for directing and controlling the Company's activities and establishing organizational goals, objectives, and performance control methods. It encompasses relationships between shareholders, the Board, Executive management, and other stakeholders.

1.3.2. **Corporate governance code:** Governance principles that help companies establish suitable and efficient governance systems, safeguard the interests of all stakeholders, implement widely accepted best practices, and create long-term sustainable value.

### 1.4. RACI Matrix

*Table 1 RACI matrix of the Board office*

Process	AGM	Chairperson	Nomination Committee	Board Members	Board Office
<i>/ R-responsible (works on), A-Accountable, C- Consulted, I- Informed/</i>					
Appointment and termination of the Board Office employees	A	R	C	-	-
Establishing the rights and responsibilities of the Board Office employees	I	A	-	R	C
Exercising their rights and responsibilities	I	A	-	R	R
Reporting of operations of the Board Office	I	I	I	A	C
Performance evaluation of the Board Office	I	A	I	-	-

1.4.1. This Regulation shall be approved by the Company's Board in accordance with the Law on Company, Corporate Governance Code approved by the Financial Regulatory

Commission, the Company Charter, Regulations of the Board of Directors, and other applicable laws and regulations issued by regulatory bodies.

1.4.2. This Regulation shall come into effect from the date of its approval by the Board in a meeting and the Board retains the authority to amend the regulations as needed.

1.4.3. All Board members and employees of the Board office are collectively responsible for ensuring strict compliance with the provisions stated in this Regulation within the scope of their individual roles and activities.

## **2. COMPOSITION, APPOINTMENT, STRUCTURE OF THE BOARD OFFICE**

### **2.1. Composition**

2.1.1. The Board Office serves as the main unit responsible for corporate governance.

2.1.2. The Board Office shall consist of a Board secretary and a Board specialist.

### **2.2. Appointment**

2.2.1. The appointment of the Board secretary and Board specialist shall be determined by a majority vote of all Board members, upon the recommendation of the chairperson of the Board.

2.2.2. The Board secretary shall be an authorized official of the Company.

2.2.3. The candidate for the Board secretary and the Board specialist shall meet the following requirements:

2.2.3.1. Hold a higher education degree;

2.2.3.2. Possess the necessary experience and professional skills to fulfill the duties of the Board secretary and the Board specialist;

2.2.3.3. Have knowledge of the capital market and related laws and regulations;

2.2.3.4. Must have received completed and certification in the field of corporate governance.

### **2.3. Internal Structure**

2.3.1. The Board secretary and Board specialist shall be main employees of the Company and shall fulfill their duties according to their employment contract with the Company.

2.3.2. The chairperson of the Board shall be responsible for assigning duties to ensure the effective functioning of the Board.

2.3.3. The Board secretary is responsible for the internal organization and operations of the Board office.

## **3. RIGHTS AND RESPONSIBILITIES OF THE BOARD OFFICE**

### **3.1. Rights of Board Office Employees**

- 3.1.1. Participate in the implementation, monitoring, and improvement of governance policies and activities within the Company. Develop plans and procedures for improving governance and submit them to the Board of Directors for review;
- 3.1.2. Monitor the Company's employees to ensure compliance with Mongolian laws and internal corporate governance documents. Notify the Board of Directors in case of any violations;
- 3.1.3. Regularly study international practices and innovations in corporate governance. Provide information and advice to the Board of Directors and the Executive management team. Explore ways to implement these practices and innovations within the Company and submit proposals to the Board of Directors.;
- 3.1.4. Obtain information from the Company departments, units, and officials as necessary to perform duties;
- 3.1.5. Seek advice and training from external professionals at the Company's expense, as needed to improve the operation of the Board of Directors within the scope of their main functions.

### **3.2. Responsibilities of Board Office Employees**

- 3.2.1. Lead the implementation of the corporate governance code;
- 3.2.2. Coordinate the internal activities of the Board of Directors and maintain records;
- 3.2.3. Take active initiatives to strengthen and improve the Company's governance. Participate in the development of internal governance procedures and policies;
- 3.2.4. Ensure that all levels of staff adhere to the Company's governance policies;
- 3.2.5. Advise the Board of Directors and Executive management team on corporate governance issues;
- 3.2.6. Ensure compliance with relevant laws and regulations applicable to joint-stock companies;
- 3.2.7. Organize activities to ensure coordination between the Board of Directors, Board committees, Executive management team, and other stakeholders;
- 3.2.8. Provide information about the Company to shareholders, the public, and other stakeholders within the time specified by relevant laws and regulations;
- 3.2.9. Conduct evaluations related to the Company's governance and Board of Directors' activities and report the results to the Board of Directors;
- 3.2.10. Participate in organizing the Annual General Meeting (AGM) and ensure the interests of the shareholders with the following duties:
  - 3.2.10.1. Issue a survey of the register of shareholders entitled to participate in the AGM from the Central Depository of Securities and present it to the Board of Directors and shareholders upon request;

- 3.2.10.2. Announce the meeting of the AGM in accordance with relevant regulations using mass media and appropriate methods;
  - 3.2.10.3. Notify the Board of Directors, Chief Executive Officer, and Census Commission of the convening of the AGM;
  - 3.2.10.4. Prepare the ballot papers and relevant information documents for agenda items of the AGM;
  - 3.2.10.5. Take minutes of the AGM proceedings and be responsible for secure storage of the minutes;
  - 3.2.10.6. Take measures to resolve disputes and misunderstandings related to convening the AGM;
  - 3.2.10.7. Deliver relevant information in a convenient way within 3 working days upon request from shareholders;
  - 3.2.10.8. Receive complaints submitted by shareholders and other stakeholders, submit them to the Board of Directors and Executive management team, solve them jointly, and report back.
- 3.2.11. Participate in organizing the activities of the Board with the following duties:
- 3.2.1.12. Cooperate with the chairperson of the Board of Directors in preparing the action plan of the Board;
  - 3.2.1.13. Prepare a report on the implementation of the action plan of the Board and present it at the Board meeting;
  - 3.2.1.14. Prepare Board meetings and committee meetings under the Board, deliver information, and prepare materials related to issues to be discussed by relevant officials;
  - 3.2.1.15. Take minutes of meetings, submit suggestions and tasks to relevant officials, ensure their implementation, and conduct voting;
  - 3.2.1.16. Provide meeting minutes and other necessary materials upon request from Board members;
  - 3.2.1.17. Respond to feedback from Board members related to the activities of the Board of Directors and solve them together with relevant officials.

#### **4. PERFORMANCE EVALUATION AND TERMINATION OF THE BOARD OFFICE**

##### **4.1. Performance Evaluation of the Board Office**

- 4.1.1. The chairperson of the Board shall approve the work plan of the Board Office employees and evaluate their performance.
- 4.1.2. The Board secretary shall report on the work progress to the Board chairperson every six months.

##### **4.2. Termination Procedures**

- 4.2.1. The Board secretary and Board specialist shall be dismissed from their position in the following cases:
  - 4.2.1.1. Self-requested;
  - 4.2.1.2. Expiration of employment contract with the Company;
  - 4.2.1.3. Inability to perform duties, as determined by the Board;
  - 4.2.1.4. Other cases defined by law.
- 4.2.2. If the Board secretary or Board specialist resigns, a new person shall be appointed in accordance with Article 2.2 of this Regulation.
- 4.2.3. If the Board secretary or Board specialist is temporarily relieved of their duties, the Board chairperson shall appoint a temporary replacement.

## **5. PROCESS MAPPING**

### **5.1 Operational Process of the Board Office**

- 5.1.1 The operational process map of the Board Office is included in Appendix 1 of this Regulation.

## **6. LEGAL OBLIGATIONS**

### **6.1. Compliance with Legal Obligations**

- 6.1.1. In the event of non-compliance with the obligations specified in this Regulation or violations, the responsible party shall be subject to disciplinary action in accordance with the internal labor regulations of the Company and relevant legislation.

### **6.2. Miscellaneous**

- 6.2.1. Any matter not included in this Regulation shall be resolved in accordance with the Law on Company, the Company Charter, rules, and regulations issued by regulatory bodies and securities trading organizations.