

**Current report No 9/2020**

**Date: 16 April 2020**

***Draft resolutions to be voted on at the Annual General Meeting of Shareholders of  
ASTARTA Holding N.V.***

The Board of Directors of ASTARTA Holding N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") acting pursuant to the Articles of Association of the Company ("Articles of Association") presents draft resolutions to be voted on and adopted by the General Meeting of Shareholders at the occasion of the Annual General Meeting of Shareholders, to be held on 29 May 2020 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 9:00 a.m. local time (the "AGM").

All documents prepared for purposes of the AGM, including (a) the General Meeting agenda, (b) the Shareholders' Circular, (c) the Company's Annual Report containing the report of the Board of Directors, the annual accounts for the financial year 2019 and the auditor's reports, (d) a description of the proxy-voting procedure at the General Meeting through a Director, and (e) the form of a power of attorney together with draft voting instructions are available on the Company's website: [www.astartakiev.com](http://www.astartakiev.com).

As at the date hereof, the issued share capital of the Company consists of 25,000,000 shares with a nominal value of EUR 0.01 each. Each share gives the right to cast one vote.

**RESOLUTION 1**

**With respect to item 3 of the Agenda: Advisory vote to approve the Remuneration Report 2019.**

Proposal to cast favorable advisory vote.

**RESOLUTION 2**

**With respect to item 4 of the Agenda: Adoption of the annual accounts for the financial year 2019.**

Proposal to approve and adopt the annual accounts of the Company for the financial year 2019 as presented by the Board of Directors.

**RESOLUTION 3**

**With respect item 5 of the Agenda: Approval of the language to be used for preparation of the management report and annual accounts for financial year 2020.**

Proposal to resolve that the management report and annual accounts for the financial year 2019 are prepared in a different language than the Dutch language, being the English language.

#### **RESOLUTION 4**

**With respect item 6 of the Agenda: Granting of discharge to the Directors for their tasks during the financial year 2019.**

- (a) The proposal to grant discharge to Mr. Ivanchyk, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (b) The proposal to grant discharge to Mr. Gladky, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (c) The proposal to grant discharge to Mr. Van Campen, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (d) The proposal to grant discharge to Mr. Dahl, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.
- (e) The proposal to grant discharge to Mr. Mettetal, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.
- (f) The proposal to grant discharge to Mr. Arslan, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.

#### **RESOLUTION 5**

**With respect item 7 of the Agenda: Adoption of the profit appropriation for the financial year 2019 and proposal to distribute dividends.**

Proposal to adopt the net profit appropriation for the financial year 2019 as presented by the Board of Directors and to transfer the net profit in the amount of EUR 2,590,000 to the Company's retained earnings reserve.

#### **RESOLUTION 6**

**With respect item 8 of the Agenda: Appointment of a person that will be temporarily charged with the management of the Company when all Directors are absent or unable to act ("*ontstentenis of belet*").**

Proposal to appoint Mr. Valerii Sokolenko (Executive Director of LLC Firm "Astarta-Kyiv") as the person that will be temporarily charged with the management of the Company in the event that all Directors are absent or unable to act.

#### **RESOLUTION 7**

**With respect to item 9 of the Agenda: Appointment of the Company's external auditor for the financial year 2020.**

Proposal to entrust the Board of Directors to enter into negotiations with Ernst&Young, KPMG, Deloitte & Touche, Pricewaterhousecoopers, Grant Thornton, BDO and Baker Tilly and depending on the results of negotiations with these firms, to enter into an engagement with one of these accounting firms for rendering audit services for the financial year 2020.

#### **RESOLUTION 8**

**With respect to item 10 of the Agenda: Approval of the Company's amended and restated Remuneration policy.**

Proposal to approve the Company's amended and restated Remuneration policy.

#### **RESOLUTION 9**

**With respect to item 11 of the Agenda: Adoption of charter of the rules governing the sustainability and corporate responsibility committee.**

Proposal to adopt the Company's charter of the rules governing the sustainability and corporate responsibility committee.

#### **RESOLUTION 10**

**With respect to item 12 of the Agenda: Adoption of rules on external auditor independence and selection.**

Proposal to adopt the rules on external auditor independence and selection.

#### **RESOLUTION 11**

**With respect to item 13 of the Agenda: Authorization of the Board of Directors to have the Company repurchase shares in its own capital and determining the terms for, and conditions of, such a repurchase.**

Proposal to authorize the Board of Directors to repurchase shares in the capital of the Company up to a maximum of 12,500,000 shares, being 50% of the currently issued and paid up share capital for a purchase price per share of up to PLN 125.00. Proposal to authorize that the repurchase shall take place through a broker in the open market or in one or more negotiated private transactions and/or one or more self-tender offers and is for (A) the purpose of meeting obligations arising from (i) debt financial instruments exchangeable for or convertible into equity instruments and/or (ii) employee share option programs or other allocations of shares to employees of the Company or of a group entity of the Company or (B) for resale in the open market in accordance with Dutch law and the terms of the Company's insider trading policy. Proposal to resolve that the authorization is valid for a period of eighteen months starting as of the day of the AGM.

#### **RESOLUTION 12**

**With respect to item 14 of the Agenda: Delegation to the Board of Directors of the authority to issue shares, grant options and other rights to acquire shares and cancel or limit pre-emptive rights.**

Proposal to authorize the Board of Directors to (i) issue, or to grant rights to subscribe for, shares up to a maximum of 10% of the currently issued and paid up share capital and to (ii) limit or cancel any existing pre-emptive rights, all for a period of one year starting the day of the AGM, which authorization may not be withdrawn.

Legal grounds: *art. 56 Section 1 and 6 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005 (Dz.U. of 2005, No 184, item 1539) in conjunction with art. 5:25k and 5:25ka of the Dutch Financial Supervision Act (Wet op het Financieel Toezicht).*

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

Date:	Name:	Title:	Signature:
16.04.2020	Viktor Ivanchyk	Proxy	Viktor Ivanchyk