

Current report No. 7/2018
Date: 29 May 2018

*Resolutions adopted 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**") informs that the following resolutions were adopted at the Annual General Meeting of the Company's Shareholders held on 25 May 2018 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 9 A.M. of local time.

Resolution No. 1 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the adoption of the annual accounts for the financial year 2017

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to approve and adopt the annual accounts of the Company for the financial year 2017 as presented by the Board of Directors.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 2 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the approval of the languages to be used for preparation of the management report and annual accounts for financial year 2018.

§1

The Annual General Meeting of Shareholders of the Company hereby resolves that the management report and annual accounts for the financial year 2018 will be prepared in a different language than the Dutch language.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 3 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding granting of discharge to the Directors for their tasks during the financial year 2017

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to:

- (a) to grant discharge to Mr. Ivanchyk, for all acts of management performed for and on behalf of the Company during the financial year 2017.
- (b) to grant discharge to Mr. Gladky, for all acts of management performed for and on behalf of the Company during the financial year 2017.
- (c) to grant discharge to Mr. Van Campen, for all acts of management performed for and on behalf of the Company during the financial year 2017.
- (d) to grant discharge to Mr. Dahl, for all acts of supervision performed for and on behalf of the Company during the financial year 2017.
- (e) to grant discharge to Mr. Bartoszewski, for all acts of supervision performed for and on behalf of the Company during the financial year 2017.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 4 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the adoption of the profit appropriation for the financial year 2017 and proposal to distribute dividends.

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to adopt the net profit appropriation for the financial year 2017 as presented by the Board of Directors and to transfer the amount of EUR 61,840 thousands to the Company's retained earnings and not to distribute dividends.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 5 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the 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*")

§1

The Annual General Meeting of Shareholders of the Company hereby appoints Mr. Zeljko Erceg 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.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 6 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the appointment of (i) Non-Executive Director C, member of the Board of Directors, as well as reappointment of (ii) Executive Director A, CEO, member of the Board of Directors, (iii) Executive Director A, CFO, member of the Board of Directors, (iv) Executive Director B, Chief Compliance Officer, member of the Board of Directors

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to:

- to appoint Mr. Gilles Mettetal as Non-Executive Director C of the Company;
- to reappoint Mr. Viktor Ivanchyk as Executive Director A of the Company;
- to reappoint Mr. Viktor Gladky as Executive Director A of the Company;
- to reappoint Mr. Marc Van Campen as Executive Director B of the Company.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 7 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the appointment of the Company's external auditor for the financial year 2018

§1

The Annual General Meeting of Shareholders of the Company hereby entrusts the Board of Directors to enter into negotiations with Ernst&Young, KPMG, Deloitte & Touche, Pricewaterhousecoopers, Grant Thornton, BDO and Baker Tilly and pending 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 2018.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 8 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the 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.

§1

The Annual General Meeting of Shareholders of the Company hereby adopts to authorize the Board of Directors to repurchase shares in the capital of the Company up to a maximum, under condition precedent of the execution of the Deed of Amendment, 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. Prior to execution of the Deed of Amendment, the maximum number of shares which may be repurchased is 2,500,000. 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.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 9 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the 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.

§1

The Annual General Meeting of Shareholders of the Company hereby adopts 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.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 10 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the amendment of the Company's articles of association substantially in the form of the Deed of Amendment, a copy of which is attached as Exhibit 1 to this Circular, and to authorize each member of the Board of Directors, as well as each (candidate) civil-law notary, lawyer and/or paralegal of Van Campen & Partners N.V. (an "Attorney"), jointly as well as severally, to execute and sign the Deed of Amendment and to perform all acts and to sign all instruments and resolutions, and to make the necessary filings, which any Attorney deems reasonably necessary in connection with the aforementioned.

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to adopt the amendments to the Company's articles of association in the form of the draft deed of amendment.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 11 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the adoption of amendments to the rules of the Board of Directors, including the Annexes thereto, in accordance with the Dutch Corporate Governance Code.

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to adopt the amendments the rules of the Board of Directors, including the Annexes thereto, in accordance with the Dutch Corporate Governance Code.

§2

This resolution comes into force on the day of its adoption.

Resolution No. 12 of 25 May 2018

of the Annual General Meeting of Shareholders of the Company

regarding the adoption of amendments to the by-laws with respect to the general meetings of shareholders.

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to adopt the amendments to the by-laws with respect to the general meetings of shareholders.

§2

This resolution comes into force on the day of its adoption.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, four shareholder having approximately 3.7% of the shares present and the votes to be cast at the meeting, voted against Resolutions No. 9, No. 10, No. 12

No objection was raised with respect to the other Resolutions.

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 of the Dutch Financial Supervision Act (Wet op het Financieel Toezicht).*

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

Date:	Name:	Title:	Signature:
29-05-2017	Viktor Ivanchyk	Proxy	Viktor Ivanchyk