

**Current report No.5/2021**

**Date: 15 April 2021**

***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 28 May 2021 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 14:00 hours of 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 2020 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.astartaholding.com](http://www.astartaholding.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 2020.**

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 2020.**

Proposal to approve and adopt the annual accounts of the Company for the financial year 2020 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 2021.**

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 2020.**

- (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 2020.
- (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 2020.
- (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 2020.
- (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 2020.
- (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 2020.
- (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 2020.

#### RESOLUTION 5

**With respect item 7 of the Agenda: Proposal to pay a distribution of EUR 0.50 per share on all ordinary shares, payable in part by the appropriation of all profits for the year 2020 to the payment of such distribution, with the remainder of such distribution to be paid out of the Company's retained earnings reserve.**

Proposal to pay a distribution of EUR 0.50 per share on all outstanding ordinary shares as follows:

- i. Payment of a dividend in the aggregate amount of EUR 8,611,000 out of profits for the 2020 financial year;
- ii. Payment of a distribution of approximately EUR 3,889,000 from 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 2021.**

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 2021.

#### **RESOLUTION 8**

**With respect to item 10 of the Agenda: Amendment and restatement of the Remuneration Policy.**

Proposal to amend and restate the Remuneration Policy.

#### **RESOLUTION 9**

**With respect to item 11 of the Agenda: Reappointment of Non-Executive Director C, Chairman of the Board of Directors.**

Proposal to reappoint Mr. Howard Alan Dahl as Non-Executive Director C of the Company.

#### **RESOLUTION 10**

**With respect to item 12 of the Agenda: Adoption of amendments to Annex 6.2. (Resignation schedule for members of the Board of Directors of the Company) of the rules of the Board of Directors.**

Proposal to adopt amendments to Annex 6.2. (Resignation schedule for members of the Board of Directors of the Company) of the rules of the Board of Directors.

#### **RESOLUTION 11**

**With respect to item 13 of the Agenda: Adoption of amended and restated Code of Conduct.**

Proposal to adopt amended and restated Code of Conduct.

#### **RESOLUTION 12**

**With respect to item 14 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 for 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. Shares repurchased in negotiated private transactions or through self-

tender offers other than through a broker may also be resold 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 13

**With respect to item 15 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:
15.04.2021	Viktor Ivanchyk	Proxy	Viktor Ivanchyk