

ANNEX 5.2.A

CHARTER OF THE RULES GOVERNING THE AUDIT COMMITTEE OF ASTARTA HOLDING N.V. (the "Company")

This charter shall indicate the role and responsibility of the Audit Committee, its composition and the manner in which it discharges its duties.

Article 1 Composition, expertise and competences, Chairman

- 1.1. The Audit Committee shall consist of at least two (2) members elected by the Board of Directors from among the Non-Executive Directors. The exact number of the Audit Committee members may from time to time be determined by the Board of Directors.
- 1.2. Without prejudice to the Rules of the Board of Directors, the following requirements must be observed in composing the Audit Committee:
 - a) at least one of its members will be a so called financial expert, in the sense that such person has relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities;
 - b) more than half of its members must be independent within the meaning of best practice provision 2.1.8 of the Code.
- 1.3. The Board of Directors shall appoint one of the committee members as chairman which may not be the same person as the chairman of the Board of Directors or any former Executive Director. The chairman shall be primarily responsible for the adequate performance of the Audit Committee. He or she shall act as the spokesman of the Audit Committee and shall be the main contact for the Board of Directors.
- 1.4. The members of the Audit Committee may be dismissed at any time by the Board of Directors.
- 1.5. A member of the Audit Committee ceases his or her membership of the Audit Committee once he or she has been dismissed from the Board of Directors or has resigned or retired.
- 1.6. Once a member of the Board of Directors has been suspended by the Company's general meeting of shareholders he or she or she shall not perform his or her functions in the Audit Committee during such suspension.
- 1.7. This charter and the composition of the Audit Committee shall be published on the Company's website: www.astartakiev.com.

Article 2 Responsibilities

- 2.1. Without prejudice to the Rules of the Board of Directors, the Audit Committee shall make all necessary preparations in order to facilitate the decision-making by the Board of Directors in relation to the integrity and quality of the Company's financial reporting and effectiveness of the Company's internal risk management and control systems.
- 2.2. The Audit Committee shall in any event focus on monitoring the Board of Directors with respect to:

- a) the operation of the internal risk management and control systems, including supervision of the enforcement of the relevant legislation and regulations, and supervising the operation of codes of conduct;
- b) the provision of financial information by the Company (choice of accounting policies, application and assessment of the effects of new rules, information about the handling of estimated items in the annual accounts, forecasts, work of internal and external auditors, etc.);
- c) compliance with recommendations and observations of internal and external auditors;
- d) the role and performance of the internal audit department;
- e) the policy of the Company on tax planning;
- f) relations with, and compliance with recommendations and following up of comments by, internal and external auditors;
- g) the financing of the Company;
- h) the applications of information and communication technology (ICT) by the Company, including risks relating to cybersecurity;
- i) the recommendation for the appointment/reappointment or dismissal of an external auditor by the Company's general meeting of shareholders.

The Audit Committee shall be also responsible for:

- a) preparing the review by the Board of Directors of the annual accounts and the review by the Board of Directors of the annual budget and major capital expenditures of the Company; and
- b) each year evaluating its own performance and the adequacy of the rules governing the Audit Committee.

- 2.3. The Audit Committee is entitled to investigate any matters, belonging to the domain entrusted to the Audit Committee. The Audit Committee is authorized to request all necessary information from the chairman of the Board of Directors and to seek external advice from one or more experts appointed by the Audit Committee at a remuneration agreed upon between the said expert and the Audit Committee and approved by the chairman of the Board of Directors, which remuneration will be paid by the Company.
- 2.4. Without prejudice to mandatory provisions of applicable law, each member of the Audit Committee shall have access to all relevant books, records and offices of the Company and its group companies and the authority to interview officers and employees of the Company and its group companies to the extent necessary or useful for the appropriate performance of his or her duties. The other members of the Audit Committee shall exercise this right in consultation with the chairman of the Audit Committee, informing the chairman of the Board of Directors about actions undertaken to exercise this right.
- 2.5. The Audit Committee shall at least annually send to the Board of Directors a report of its deliberations and findings. This report shall, at least, include the following information:
- i. the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 to 1.2.3, inclusive, of the Code;
 - ii. the methods used to assess the effectiveness of the internal and external audit processes;
 - iii. material considerations regarding financial reporting;

- iv. the way material risks and uncertainties referred to in best practice provision 1.4.3 of the Code have been analyzed and discussed, along with a description of the most important findings of the Audit Committee.

The Audit Committee shall also provide the Board of Directors with the information required for it to prepare its report, including general information on how the Audit Committee has carried out its duties, the number of meetings and the main items discussed.

Article 3 External Auditor

- 3.1 The Audit Committee shall act as the principal contact for the external auditor if he or she discovers irregularities in the content of the financial reports.
- 3.2 The Audit Committee shall determine how the external auditor should be involved in the content and publication of financial reports other than the annual accounts of the Company.
- 3.3 The Audit Committee shall, together with the external auditor, be involved in drawing up the work schedule of the internal auditor. They shall also take cognizance of the findings of the internal auditor.
- 3.4 At least every four years, the Audit Committee shall, together with the Board of Directors, thoroughly assess the functioning of the external auditor in the various entities and capacities in which the external auditor operates. The main conclusions of this assessment shall be communicated to the Company's general meeting of shareholders for the purposes of assessing the nomination for the appointment of the external auditor.
- 3.5 The external auditor of the Company may ask the chairman of the Audit Committee to be allowed to be present at Audit Committee meetings.
- 3.6 The Audit Committee shall report their dealings with the external auditor to the Board of Directors on an annual basis, including his or her independence in particular (for example, the desirability of rotating the responsible partners of an external audit firm that provides audit services, and the desirability of the same audit firm providing non-audit services to the Company) and the functioning of, and the developments in, the relationship with the external auditor. The Audit Committee shall also provide the Board of Directors with the information required for it to prepare its annual report, including general information on how the Audit Committee has carried out its duties, the number of meetings and the main items discussed. The annual report of the Board of Directors should be made available to the Company's shareholders.

Article 4 Audit committee meetings (agenda, attendance, minutes)

- 4.1 The Audit Committee will hold at least four (4) meetings per year and whenever one or more of its members have requested a meeting or upon the request of the chairman of the Board of Directors. At least two (2) Audit Committee meetings per year are held at the offices of the Company or at another place in Amsterdam, the Netherlands, as agreed upon by the Board of Directors.
- 4.2 The Audit Committee shall meet with the external auditor as often as it considers necessary, but at least once a year, without the Executive Directors being present. The chief financial officer, the internal auditor and the external auditor shall attend the Audit Committee meetings, unless the Audit Committee determines otherwise. The Audit Committee shall decide whether and, if so, when the chairman of the Board of Directors should attend its meetings.
- 4.3 Audit Committee meetings shall be convened by the Audit Committee secretary at the request of the member(s) requesting the meeting. Where practically possible, notices

convening a meeting and its agenda, including documentation of items to be considered and discussed therein, shall be dispatched at least five (5) days before the meeting to each member of the Audit Committee.

- 4.4 The Audit Committee shall decide whether and when the other members of the Board of Directors should attend a meeting of the Audit Committee. In addition, independent experts may be invited to attend the meeting of the Audit Committee.
- 4.5 The Audit Committee may require any officer or employee of the Company or of its group companies, its external advisers or its auditor to attend the meeting of the Audit Committee or to consult with them.
- 4.6 Minutes of the meeting shall be prepared. The minutes shall be adopted no later than at the subsequent meeting. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to the other member of the Audit Committee as soon as practically possible.
- 4.7 The corporate secretary of the Company shall act as the secretary of the Audit Committee.
