

ANNEX 4.5

PROFILE AND TASKS OF THE COMPLIANCE OFFICER OF ASTARTA HOLDING N.V. (the "Company")

This profile shall indicate the expertise, background and tasks of the Compliance Officer. This profile was adopted on 29 June 2007 and will be effective as of 29 June 2007.

Article 1 The Compliance Officer

- 1.1 The Company shall have a Compliance Officer to guard the compliance of the Company with internal and external regulations.
- 1.2 The Compliance Officer shall be a person with a legal background and sufficient knowledge of the corporate governance codes and regulations to which the Company is subject.
- 1.3 The Compliance Officer is elected by the Board of Directors. The Compliance Officer may be dismissed at any time by the Board of Directors.
- 1.4 This profile shall be published on the Company's website: www.astartakiev.com.

Article 2 Responsibilities

- 2.1 The Compliance Officer shall support the Company's Board of Directors, more specifically the Executive Director(s) B, where the compliance of the Company regarding the following subjects is concerned:
 - i. the corporate governance regulations governing the Company, by reviewing - at least once a year - the corporate governance structure of the Company;
 - ii. the Insider Trading Rules of the Company;
 - iii. Dutch and Polish securities regulations applicable to the Company as a company listed on a regulated market in the European Union, including the regulations of and reporting obligations towards the AFM (Autoriteit Financiële Markten in the Netherlands), the FSA (Komisja Nadzoru Finansowego in Poland), the WSE (Warsaw Stock Exchange), the NDS (Krajowy Depozyt Papierów Wartościowych in Poland) and other competent authorities,
and also where the implementation and enforcement of the Company's Code of Conduct and Whistleblower rules are concerned.
- 2.2 The Compliance Officer shall report his/her findings and shall make recommendations to the Executive Director(s) B to improve the corporate governance structure of the Company and the compliance with other external and internal regulations to which the Company is subject.

- 2.3 The Compliance Officer is entitled to investigate any matters, belonging to the domain entrusted to the Compliance Officer and shall be in contact with the Company's external advisers.
- 2.4 The Compliance Officer shall at least annually send to the Executive Director(s) B an annual report of his/her deliberations and findings. The Compliance Officer shall also provide the Executive Director(s) B with the information required to prepare the Board of Directors' annual report.
