

Current report No.14/2017

Date: 10 April 2017

***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 23 May 2017 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 2016 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.

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**RESOLUTION 1**

**With respect to item 3 of the Agenda: Approving that the annual report and annual accounts for the financial year 2017 are prepared in a different language than the Dutch language.**

To resolve that the annual report and annual accounts for the financial year 2017 are prepared in a different language than the Dutch language.

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**RESOLUTION 2**

**With respect item 4 of the Agenda: Adoption of the annual accounts for the financial year 2016.**

To approve and adopt the annual accounts of the Company for the financial year 2016 as presented by the Board of Directors.

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**RESOLUTION 3**

**With respect item 5 of the Agenda: Adoption of the profit appropriation for the financial year 2016 and proposal to distribute dividends.**

To adopt the net profit appropriation for the financial year 2016 as presented by the Board of Directors; to transfer the amount of EUR 82,653 thousand to the retained earnings.

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#### **RESOLUTION 4**

**With respect item 6 of the Agenda: Granting of discharge to the Directors for their tasks during the financial year 2016.**

- (a) To grant discharge to Mr. Ivanchyk, for all acts of management performed for and on behalf of the Company for as far as appear from the Company's books.
- (b) To grant discharge to Mr. Gladky, for all acts of management performed for and on behalf of the Company for as far as appear from the Company's books.
- (c) To grant discharge to Mr. Van Campen, for all acts of management performed for and on behalf of the Company for as far as appear from the Company's books.
- (d) To grant discharge to Mr. Korotkov, for all acts of supervision performed for and on behalf of the Company for as far as appear from the Company's books.
- (e) To grant discharge to Mr. Bartoszewski, for all acts of supervision performed for and on behalf of the Company for as far as appear from the Company's books.

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#### **RESOLUTION 5**

**With respect to item 8 of the Agenda: Authorization of the Board of Directors to have the Company repurchase shares in its own capital and determining the term for, and conditions of such a repurchase.**

To authorize the Board of Directors to continue repurchasing shares in the capital of the Company up to a maximum of 2,500,000 shares, being 10% of the currently issued and paid up share capital for a purchase price per share of up to PLN 125.00. To authorize that the repurchase shall take place through a broker in the open market and is 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. To resolve that the authorization is valid for a period of eighteen months starting today.

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#### **RESOLUTION 6**

**With respect item 9 of the Agenda: Appointment of a person that may be temporarily charged with the management of the Company when all Directors are absent or unable to act ("*ontstentenis of belet*")**

To appoint Mr. Zeljko Erceg (Operations Director of LLC Firm Astarta-Kyiv) as the person that may be temporarily charged with the management of the Company in the event that all Directors are absent or unable to act.

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#### **RESOLUTION 7**

**With respect item 10 of the Agenda: Appointment of the Company's external auditor for the financial year 2017**

To entrust 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 2017.

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#### **RESOLUTION 8**

**With respect item 11 of the Agenda: Delegation to the Board of Directors of the authority to issue shares, grant options to acquire shares and cancel pre-emptive rights**

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 today, which authorization may not be withdrawn.

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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:
10.04.2017	Viktor Ivanchyk	Proxy	Viktor Ivanchyk