

Current report No. 20/2017

Date: 24 May 2017

***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 23 May 2017 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 9 A.M. of local time.

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**Resolution No. 1 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the approving 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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§1

The Annual General Meeting of Shareholders of the Company hereby resolves to approve that the annual reports and annual accounts for the financial year 2017 are prepared in another language than the Dutch language.

§2

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

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**Resolution No. 2 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of the annual accounts for the financial year 2016**

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§1

The Annual General Meeting of Shareholders of the Company hereby approves and adopts the annual accounts of the Company for the financial year 2016 as presented by the Board of Directors.

§2

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

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**Resolution No. 3 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of the profit appropriation for the financial year 2016 and distribution of dividends**

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§1

The Annual General Meeting of Shareholders of the Company hereby adopts the net profit appropriation for the financial year 2016 to transfer the amount of EUR 82,653 thousand to the retained earnings reserve as presented by the Board of Directors.

§2

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

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**Resolution No. 4 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the granting of discharge to the Directors for their tasks during the financial year 2015**

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§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 during the financial year 2016 for and on behalf of the Company for as far as appears from the Company's books;
- (b) to grant discharge to Mr. Gladky, for all acts of management performed during the financial year 2016 for and on behalf of the Company for as far as appears from the Company's books;
- (c) to grant discharge to Mr. Van Campen, for all acts of management performed during the financial year 2016 for and on behalf of the Company for as far as appears from the Company's books;

- (d) to grant discharge to Mr. Korotkov, for all acts of supervision performed during the financial year 2016 for and on behalf of the Company for as far as appears from the Company's books;
- (e) to grant discharge to Mr. Bartoszewski, for all acts of supervision performed during the financial year 2016 for and on behalf of the Company for as far as appears from the Company's books.

§2

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

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**Resolution No. 5 of 23 May 2017**

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 term for, and conditions of such a repurchase**

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§1

The Annual General Meeting of Shareholders of the Company hereby adopts (a) 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, and (b) 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, and (c) to resolve that the authorization is valid for a period of eighteen months as of this day of the meeting. Should the repurchased shares not (entirely) be used for its stock option plan, or for obligations arising from debt financial instruments exchangeable for or convertible into equity instruments, such repurchased shares may be sold again 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.

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**Resolution No. 6 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the 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”)**

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§1

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

§2

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

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**Resolution No. 7 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the appointment of the Company’s external auditor for the financial year 2017**

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§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 2017.

§2

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

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**Resolution No. 8 of 23 May 2017**

of the Annual General Meeting of Shareholders of the Company

**regarding the delegation to the Board of Directors of the authority to issue shares and cancel pre-emptive rights**

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§1

The Annual General Meeting of Shareholders of the Company hereby authorizes 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 in share capital and to (ii) limit or to cancel any existing pre-emptive rights in connection therewith, all for a period of one year starting today and for the avoidance of doubt, ending but not including May 23, 2018, which authorization may not be withdrawn, provided that the Board of Directors takes such resolutions with unanimous votes of all members of the Board of Directors.

§2

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

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During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, one shareholder having 0.015% of the shares present and the votes to be cast at the meeting, voted against Resolutions No. 3.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, one shareholder having 0.015% of the shares present and the votes to be cast at the meeting, voted against Resolutions No. 4.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, two shareholders having 6.878% of the shares present and the votes to be cast at the meeting, voted against Resolutions No. 5.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, one shareholder having 6.863% of the shares present and the votes to be cast at the meeting, abstained from voting, and one shareholder having 0.015% of the shares present and the votes to be cast at the meeting, voted against Resolution No. 6.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, one shareholder having 6.863% of the shares present and the votes to be cast at the meeting, voted against, and one shareholder having 0.015% of the shares present and the votes to be cast at the meeting, abstained from voting Resolution No. 8.

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:**

<b>Date:</b>	<b>Name:</b>	<b>Title:</b>	<b>Signature:</b>
24-05-2017	Viktor Ivanchyk	Proxy	Viktor Ivanchyk