

Current report no. 03/2018

Date: 12 April 2018

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"), in accordance with its Articles of Association (the "Articles of Association") is pleased to inform about convening:

the Annual General Meeting of the Company's Shareholders (the "General Meeting") to be held on 25 May 2018 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 9:00 hours of local time.

The General Meeting agenda is as follows:

1. Opening of the General Meeting.
2. Discussion of certain disclosures concerning the compensation of the members of the Board of Directors during the year 2017.
3. Discussion of the Management Report 2017.
4. Adoption of the annual accounts for the financial year 2017.
5. Approval of the languages to be used for preparation of the management report and annual accounts for financial year 2018.
6. Granting discharge to the Directors for their tasks during the financial year 2017.
7. Adoption of the profit appropriation for the financial year 2017.
8. Appointment of person that will be temporarily charged with the management of the Company when all Directors are absent or unable to act ("ontstentenis of belet").
9. Resignation of Mr. Wladyslaw Bartoszewski as Non-Executive Director C and Vice-Chairman of the Board of Directors.
10. Appointment of (i) Non-Executive Director C, member of the Board of Directors, as well as reappointment of (ii) Executive Director A, CEO, member of the Board of Directors, (iii) Executive Director A, CFO, member of the Board of Directors, (iv) Executive Director B, Chief Compliance Officer, member of the Board of Directors.
11. Appointment of the Company's external auditor for the financial year 2018.
12. 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.
13. 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.
14. Amendment of the Company's articles of association substantially in the form of the draft deed of amendment prepared by Van Campen & Partners N.V. (the "Deed of Amendment"), a copy of which is attached as Exhibit 1 to this Circular, and to authorize each member of the Board of Directors, as well as each (candidate) civil-law notary, lawyer and/or paralegal of Van Campen & Partners N.V. (an "Attorney"), jointly as well as severally, to execute and sign the Deed of Amendment and to perform all acts and to sign all instruments and resolutions, and to make the

necessary filings, which any Attorney deems reasonably necessary in connection with the aforementioned.

15. Adoption of amendments to the rules of the Board of Directors, including the Annexes thereto, in accordance with the Dutch Corporate Governance Code as more fully specified in Exhibit 2 to this Circular.
16. Adoption of amendments to the by-laws with respect to the general meetings of shareholders as more fully specified in Exhibit 3 to this Circular.
17. Discussion of the Company's observance of the Dutch Corporate Governance Code.
18. Any other business.

In accordance with applicable provisions of Dutch company law and the Articles of Association, the General Meeting convening notice will be published by 12 April 2018 on the Company's website at www.astartakiev.com.

All documents prepared for the purpose of the General Meeting, including:

- (a) the General Meeting agenda,
- (b) the Company's Annual Report containing the report of the Board of Directors, the annual accounts for the financial year 2017 and the auditor's report,
- (c) the Shareholders' Circular,
- (d) a description of the proxy-voting procedure at the General Meeting through a Director, the form of a power of attorney together with draft voting instructions,

will be posted on the Company's website at www.astartakiev.com.

Additionally, hardcopies of the above-mentioned documents will be available to shareholders for review at the Company's offices in the Netherlands in Amsterdam at Jan van Goyenkade 8, 1075 HP Amsterdam at least 42 days prior to the General Meeting until the date of the General Meeting.

Detailed information on the General Meeting, including information on the proxy voting procedure will have been posted at the Company's website: www.astartakiev.com by 12 April 2018.

Shareholders are advised that they should read carefully all the information relating to the General Meeting which will be available at the Company's website: www.astartakiev.com and are kindly asked to address all queries with respect to the General Meeting to the Board of Directors at the following addresses:

LLC Firm "Astarta-Kyiv"
38/44 Pochaynynska Street
04070 Kyiv
Ukraine
Fax: +38 044 585-94-03
email: denys.dutchak@astarta.ua

ASTARTA Holding N.V.
Jan van Goyenkade 8
1075 HP Amsterdam

the Netherlands
Fax: +31 20 673 03 42
email: denys.dutchak@astarta.ua

with a notice: the General Meeting of ASTARTA Holding N.V.

Legal grounds: Art.56.1 of the Law dated July 29, 2005 on Public Offerings, Admission of Financial Instruments to Regulated Trading and On Public Companies.

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

Date:	Name:	Title:	Signature:
12-04-2018	Viktor Ivanchyk	Proxy	Viktor Ivanchyk