

# CODE OF CONDUCT OF ASTARTA HOLDING PLC

This Code of Corporate (Business) Conduct (the “**Code**”) is a set of regulations, rules and principles that determine the ethics of mutual relations within the Group, as well as the Group 's mutual relations with partners, counterparties and other parties concerned. This Code shall ensure that our employees conduct business in line with our generally agreed corporate business values, guidelines and principles as incorporated herein.

Following the Company’s migration from the Netherlands to Cyprus, this Code was adopted on 19 April 2023 and will be effective as of 19 April 2023.

## I. Preamble

This Code is developed on the basis of generally recognized principles and standards of business integrity, and is generally applicable to all Group companies, subject to any specific principles or practices or rules in any other code of conduct or similar document applying to specific Group companies. The Code does not describe all possible cases and situations that an employee may encounter in the performance of their official duties, but it does contain basic principles for solving Difficult Ethics-Related Situations. The Code sets out and systematizes the rules and principles of conduct that all employees of the Group must adhere to.

## II. Terms and Definitions

In this Code, the following terms have the meaning set out below:

**Parent Company** - means Astarta Holding PLC

**Group** - means the Parent and all legal entities affiliated with, controlled by and/or connected with

**Company** - means any company of the Group and **Companies** means any / all of them

**Counterparties** - means individuals, legal entities, institutions and organizations associated with the Group by liabilities under the general agreement, and/or cooperation in the process of their fulfilment (customers, suppliers, contractors, investors, etc.).

**Affiliated persons** - means individuals or legal entities that may have a direct or indirect impact on the official decision-making of the Group 's employee.

**Conflict of interest** - means a situation in which the personal interest of an employee or their relatives affects or may affect the objective performance of official duties and may lead to a

contradiction between the personal interests of employees and the interests of the Company.

**Difficult Ethics-Related Situation** - means a situation when ideas about the morality of an employee, on one hand, collide with the Company's ones on the other.

### III. Purpose and Objectives of the Code

**Purpose of the Code** - is to establish corporate standards of business integrity of the Group and rules and principles of conduct of the Company's employees in Difficult Ethics-Related Situations.

#### **Objectives of the Code are the following:**

- to establish principles of the Group's corporate conduct based on the Mission and Corporate Values of the Group<sup>1</sup>;
- to guide employees to understand, support and comply with uniform principles of business conduct;

### IV. Scope of the Code

4.1. This Code contains principles and rules of conduct that apply to all employees of the Group, regardless of the level of their position, subject to any specific principles or rules in any other code of conduct or similar document applying to specific Group companies.

4.2. All documents of any Company, including those that formalize relations with customers, business partners, government authorities, competitors and employees of the Group, are developed and approved subject to the provisions hereof.

### V. The Company's Mission

We are a public company that carries out socially responsible business activities and manufactures food products with a focus on global markets.

We are building a high-tech innovative company with subsidiaries having activities in Ukraine with a world-recognized brand and an impeccable reputation, attractive to shareholders and partners, which manufactures the highest quality products for the most demanding consumers and provides an opportunity for effective self-fulfillment to each of its employees.

Our goal is to build a strong Ukraine and strengthen its credibility in the world by unleashing and

<sup>1</sup> The Mission and Corporate Values can be found at <https://astartaholding.com/en/mission-and-value/>

increasing the potential of the Ukrainian land and people and inspiring society with our example of doing business based on the principles of fair partnership, ethics and development.

In order to improve our performance, we introduce a culture of lean manufacturing and energy-efficient technologies within the holding.

By actively participating in shaping our business environment and society as a whole, we are guided by the principles of sustainable development, building a public-private partnership developing cooperation with industry and professional associations, trade unions and local authorities , promoting the development of vocational education and applied scientific researches in the country.

## VI. Corporate Values

We fulfil our Mission based on our values:

### 6.1. Impeccable business reputation

Each team member solves any tasks on a daily basis and takes care of maintaining and ensuring an impeccable business reputation of the Parent Company and the Group. We do not allow ourselves and our partners to violate effective legislation, we defend the principles of justice and honesty.

### 6.2. Social responsibility and sustainable development

We are responsible for the quality and procedures of product creation by all Companies of the Group, to consumers, employees, partners, take an active social position, which consists in harmonious coexistence, interaction and ongoing dialogue with society, participation in addressing acute social issues.

By setting a goal for social responsibility we

- promote sustainable development, including the health and well-being of society;
- consider the expectations of parties concerned.

The principle of social responsibility and sustainable development is integrated into the activities of all structural subdivisions of the Group, i.e. all Companies.<sup>2</sup>

<sup>2</sup> The Company's Sustainable development policies and procedures can be found at <https://astartaholding.com/en/sustainable-development-policies-and-procedures/>

The aim of the Company's strategy is to contribute to environmental objectives by using elements of carbon farming and similar sustainable technologies.

The Company also continuously works on the improvement of its production assets and renewal of agricultural equipment increase efficiency in use of natural resources.

### 6.3. Respect for partners

When building cooperation with our partners, we take into account not only the interests of the Group and the respective Company but also the interests of our partners, strive for cooperation on mutually beneficial terms and make every effort to protect the rights and interests of third parties when implementing the Group's business strategy.

Our goal is to establish a long-term and synergistic partnership with a focus on results. We gain the loyalty and trust of our partners by doing business only by fair means and in accordance with the standards of business integrity.

### 6.4. Quality of goods and services

We are constantly working on important innovations, the individualization of our solutions, and the implementation of industry-wide quality and compliance systems. Certification of manufacturing processes and our specialists is the Group's standard practice. We strive for leadership, strive forward, and look for opportunities to constantly learn and develop.

### 6.5. Conscientious performance of official duties

Say "How can you do?" instead of "You can't". We get rid of conformity and fear of change, a careless attitude to the respective Company's resources and the predominance of our own interests over team ones. The responsible work of each employee is a contribution to the common cause and leads to the achievement of common goals of the team. Correcting mistakes and learning, constantly improving and making our work better are the principles of each employee and all Companies as a whole.

### 6.6. Respect for colleagues and management team of the Group

Promoting a friendly environment based on respect for each individual and creating environment for their development. Focus on working together to achieve a common result.

## VII. Principles of corporate conduct of the Group

- The Group builds its activities on the principles of recognition of the rule of law in all

spheres of socio-economic life.

- The Group builds relationships with its employees on the principles of respect for Human Rights and personal dignity, creating equal opportunities for employees.
- The Group builds dialogue and relationships with local communities, state authorities and local self-government on the principles of openness, partnership and cooperation.
- The Group builds relationships with counterparties on the principles of honesty, objectivity and integrity.
- The Group builds relationships with competitors on the principles of free and fair competition with strict compliance with the standards of business integrity.
- The Group does not participate in political or religious activities.
- The Group is fully aware of its responsibility to society for the preservation of the environment and considers its activities in the field of Environmental Protection as an integral part of successful business operations and a prerequisite for achieving its strategic goals;
- The Group actively participates in the local communities development, social partnership projects support and provides charitable assistance.

## VIII. Principles of Corporate Conduct of Employees

### 8.1 Employee-Company relationships

Employees build their relationships with the Company on the principles of loyalty to the Company, conscientious compliance and implementation of policies, regulations, standing orders, instructions and other internal regulatory documents of the Company / Group, strict compliance with the statutory provision.

Employees are the basis of each Company's and the Group's reputation. Therefore, it is necessary to understand that any unethical or illegal actions committed in the workplace or in one's spare time can harm the Group's reputation.

### 8.2. Relationships between employees

Relationships between employees, regardless of their position or field of activity, are based on the principles of mutual respect and assistance, openness and goodwill, teamwork and cooperation

orientation.

Any form of disrespectful or offensive attitude towards each other is unacceptable.

The Group has a mentoring program, and experienced employees pass on their experience to young colleagues who have joined the team.

### 8.3. Relationships between managers and subordinates

The relationship between managers and subordinates is based on the principles of openness of management towards employees, providing managers with equal opportunities for all their subordinates to perform their duties, supporting the initiative of subordinates, understanding the specifics of the work of subordinates and responsibility for their work results, impartiality and fair assessment of their subordinates' performance.

Relationships between subordinates and managers are based on the principles of respect, discipline and subordination, conscientious performance of both their direct official duties and other management tasks that are not described in the job descriptions, but directly related to the scope and specifics of the Company's division's activities.

### 8.4. Relationships with Counterparties

In their relationships with Counterparties, employees should be guided by the principles of respect and goodwill, the priority of the company's interests, objectivity, and economic feasibility.

Employees should not disclose information about counterparties that may cause them or the respective Company material or other damage, except in cases where the disclosure of such information is prescribed by law.

### 8.5. Relationships with affiliated persons

Employees should avoid involving affiliates as Counterparties. Employees should not participate in making decisions on cooperation with affiliates; if there is a production need to involve affiliates in cooperation with the respective Company, the employee should contact their direct supervisor and inform about the existence of a conflict of interest.

### 8.6. Confidentiality and non-disclosure of information

Employees are required to comply with the Group's terms of commercial secret nondisclosure and maintain the confidentiality of information obtained during the performance of their official duties.

### 8.7. Public activities

Employees can be engaged in any political, religious or public activity that is not prohibited by law, provided that they are conducted in their free time and outside the workplace.

Employees should not use the Group's or any Company's name, financial, material, or any other resources to fulfil their political, religious, or social activities.

### 8.8. Use of resources

Employees are required to take maximum care of the property and other resources provided by the respective Company and use them exclusively for work purposes.

### 8.9. Conflict of interests

Employees should avoid situations that may lead to a conflict of personal interests and the interests of the Group:

- receiving funds, gifts or remuneration in any other form transferred for the purpose of influencing the course of making and/or the result of an official decision by an employee;
- using the Group's or any Company's name, reputation, material, financial or other resources, confidential information for the purpose of obtaining their own benefit;
- other situations that may lead to adverse consequences for the Company.

In the case of a conflict of interest or the possibility of such a conflict, an employee should contact their immediate supervisor for assistance in settling the situation.

If it is impossible for a direct manager to resolve a conflict of interest, the employee has the right to seek for the assistance of a senior manager, up to the CEO of the Parent Company.

### 8.10 Anti-Corruption

It is strictly prohibited for any Group company, officer, director, employee or agent or any stockholder acting on behalf of any Group company to offer, pay, or promise to pay money or anything of value to any public or government official, domestic or foreign, for the purpose of obtaining or retaining business.

Should any of the above persons become aware of any of the above practices taking place, or has suspicions that they may be taking place, has the obligation to notify the CEO of the Parent

Company. If the suspicion relates to a member of the Management of the Company, the Whistleblower Rules can also be used.

## IX. Final Provisions

This Code will be published on the Parent Company's website upon its approval.

All employees and officials of any Company within the Group are required to read this Code and follow the principles described in the Code; each employee is personally responsible for compliance with the Code. If it is impossible for an employee to solve a Difficult Ethics-Related Situation on their own, they should contact their immediate supervisor for help.

The manager is responsible for the implementation of the Code by their subordinates, helps them correctly interpret the rules and standards of ethical behavior, and also shows a personal example of high business integrity of an employee of any Company within the Group. None of the employees or managers have the right to perform or approve any action in violation of this Code.