**ASTARTA HOLDING PLC**

**Registration number HE 438414**

**(the “Company”)**

**ANNUAL GENERAL MEETING 2023**

**FORM OF PROXY**

Το: ASTARTA HOLDING PLC

Address: 1 Lampousas Street, 1095 Nicosia, Cyprus

Attention: The Secretary

I/We...........................…………………………………………………………………………………………………...…………………, of ………………………………………………………………………………………………………………………….,

with I.D. No. / Registration No. ……………………………………………………, being a member/s of ASTARTA HOLDING PLC is a holder of …………………………………….…..(number) ordinary shares in ASTARTA HOLDING PLC,

hereby appoint

…………………………….…………………….…………………………………………………………………………………………...,

of ……………………………………………………………………………………………………………………………………………….,

with I.D. No. / Registration No. ……………………………………………………………………………………………...…………...,

or failing him/her/it,

…………………………….…………………….…………………………………………………………………………………………...,

of ……………………………………………………………………………………………………………………………………………….,

with I.D. No. / Registration No. ……………………………………………………………………………………………...…………...,

as my/our proxy to vote on my/our behalf at the Annual General Meeting of ASTARTA HOLDING PLC, to be held at the Company’s registered office at 1, Lampousas street, 1095, Nicosia, Cyprus, on 24th May 2023 at 15:00 local time, through electronic means, and at any adjournment thereof.

My/our proxy is authorised to vote as such proxy thinks fit, unless the method of voting is indicated below.

**Indication of manner of voting**

|  |  |  |
| --- | --- | --- |
| 1. | Holding of an Advisory vote in relation to the Annual Remuneration Report 2022.  [Item 2 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 2. | Approval of the language to be used for the preparation of the Management Report and Annual Financial Report for the financial year 2023 and proposal that the same be prepared in the English language.  [Item 3 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 3. | Adoption of the profit appropriation for the financial year 2022 and consideration, and if thought fit, approval of the distribution of dividends to the Members in the aggregate amount of EUR 12,500,000.00 based on EUR 0.50 per share, out of the profits of the Company for the financial year 2022, as per the proposal of the Board of Directors at the meeting on 19 April 2023, and entrusting and authorizing the Board of Directors to define and determine the record date and the payment date for the payment of dividends.  [Item 4 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 4. | Authorizing and instructing the Board of Directors to enter into negotiations with Ernst & Young, KPMG, Deloitte & Touche, PricewaterhouseCoopers and Baker Tilly and depending of results of such negotiations to appoint one of these firms as the Company’s external auditor on the proposal of the Audit Committee and with the affirmative votes of all Non-Executive Directors and to enter into an engagement with the appointed auditor to render audit services for the financial year 2023.  [Item 5 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 5. | Discussion and approval of the Company’s Dividend Policy, which has been restated following the transfer of the Company’s seat from the Netherlands to Cyprus and which has been approved by the Board of Directors at the meeting held on 19 April 2023.  [Item 6 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 6. | Approval of the Explanatory Guidance Note of the General Meeting, which has been restated following the transfer of the Company’s seat from the Netherlands to Cyprus and which has been approved by the Board of Directors at the meeting held on 19 April 2023/  [Item 7 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 7. | Approval of the Explanatory Guidance Note of the Board of Directors, which has been restated following the transfer of the Company’s seat from the Netherlands to Cyprus and which has been approved by the Board of Directors at the meeting held on 19 April 2023.  [Item 8 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |
| 8. | Approval of the Remuneration Policy, which has been restated following the transfer of the Company’s seat from the Netherlands to Cyprus and which has been approved by the Board of Directors at the meeting held on 19 April 2023.  [Item 9 on AGM Notice]. | For: …….……..  Against: ………  Abstain: ……… |

Please note that in case more than one option (For, Against, Abstain) is selected in respect of each item to be voted for, that vote will be null and void.

Date……………………..

Shareholder’s Signature…………………………………

Name:

Position:

On behalf of …………………………………… [Name of Shareholder]

Communication details of shareholder: Tel……………………..……........... Fax……………………………………..

Communication details of proxy: Tel…………………………….......... Fax……………………………………..

* A Member of the Company entitled to attend at the Meeting is entitled to appoint one or more proxies to attend, speak, ask questions and, where applicable, vote in the Member’s place. Such proxy need not be a Member of the Company.
* The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.
* The signed instrument(s) (together with the power of attorney or other authority (if any) under which they are signed, or a notarial certified copy of such power of authority) must be at least 48 hours before the time of the Meeting:
* deposited at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus); or
* sent by facsimile to +357 22 779939; or
* or sent electronically via email to [c.kastellani@chrysostomides.com.cy](mailto:c.kastellani@chrysostomides.com.cy) AND [tetiana.gromova@astarta.ua](mailto:tetiana.gromova@astarta.ua).
* The record date for determining the right to attend and vote at the meeting is **19 May 2023.**
* Individuals appointed as representatives of proxies who are legal persons are required to carry with them a certified copy of the resolution from which they derive their authority.
* A Member may also appoint as his/her/their proxy the Chairman of the Annual General Meeting and in such case the Member should complete and sign the form of proxy indicating his/her/their choices. In such a case, the Chairman will vote at the poll in accordance with the Member’s wishes. If, on the other hand, the Member completes and signs the form of proxy and appoints as his/her proxy the Chairman of the Annual General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the Member as the Chairman wishes.
* The signed proxy, notarised or legalised by apostille, must be deposited at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus) or sent by facsimile to +357 22 779939 or or sent electronically via email to [c.kastellani@chrysostomides.com.cy](mailto:c.kastellani@chrysostomides.com.cy) AND [tetiana.gromova@astarta.ua](mailto:tetiana.gromova@astarta.ua) at least 48 hours before the time of the Meeting.
* In the case of joint holders, they may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.