

ASTARTA HOLDING PLC
Registration number HE 438414
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the Members of the Company will 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, with the following agenda:

1. Presentation and review of the Annual Financial Report for the year 2022 which includes the Audited Consolidated Financial Statements of the Group of the Company for the financial year ended 31 December 2022 and the Audited Financial Statements of the Company for the financial year ended 31 December 2022, the Corporate Governance Report, and the Independent Auditors’ Report and the Management Report of the Company’s Board of Directors upon those financial statements (The ‘Annual Report 2022’).
2. Advisory vote in relation to the Annual Remuneration Report 2022.
3. 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.
4. 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 authorising the Board of Directors to define and determine the record date and the payment date for the payment of dividends.
5. 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.
6. 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.
7. 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.
8. 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.

9. 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.
10. Any other matter, that may, according to the Company's Articles of Association, be discussed at the Annual General Meeting.

Voting at the General Meeting of Shareholders will be performed through proxies only. For verification purposes those shareholders who wish to participate in the General Meeting of Shareholders through electronic means shall send an email to c.kastellani@chrysostomides.com.cy and tetiana.gromova@astarta.ua

Dated: 27th April, 2023

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Xanthi Panagi Tsangari
For and on behalf of INTER JURA CY (SERVICES) LIMITED
Secretary

Notes to the Notice of the Annual General Meeting

ENTITLEMENT TO PARTICIPATE IN THE MEETING

- (1) Any person appearing as a member in the register of members of the Company provided by the Polish Central Depository on the record date (a “**Member**”) is entitled to attend the Meeting. The **record date** for determining the right to attend the Meeting is **19 May 2023**.
- (2) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her in respect of shares he/she holds in the Company have been paid.

VOTING BY PROXY

- (3) 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.
- (4) 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.
- (5) Joint holders 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.
- (6) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.
- (7) The instrument for appointing a proxy (Form of Proxy) is available on the Company’s website (astartaholding.com).
- (8) 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.
- (9) 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 AND tetiana.gromova@astarta.ua.
- (10) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its board of directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution pursuant to which they derive their authority.
- (11) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.
- (12) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.
- (13) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.

VOTING PROCEDURES

- (14) Resolutions put to the vote at the Meeting shall be decided by poll.
- (15) Every poll shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll has taken place.
- (16) A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll is to take place may be proceeded with, pending the taking of the poll.
- (17) On a poll every Member present in person or by proxy has one vote for each share of which such Member is the holder or he represents. On a poll, a Member entitled to more than one vote need not use all of his/her votes or cast all the votes he/she uses in the same way.
- (18) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who participate in person or by proxy by correspondence vote.

- (19) The Chairman of the Meeting does not have a second or casting vote.

STATUTORY RIGHTS OF MEMBERS

- (20) Pursuant to section 127B of the Companies Law, Cap. 113, as amended (the “**Companies Law**”), Member(s), holding at least 5 per cent of the Company’s issued share capital representing at least 5 per cent of the Company’s voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.
- (21) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company **at least 42 days prior to the Meeting**:
- in hard copy at the registered address of the Company at: ASTARTA HOLDING PLC, 1 Lampousas Street, 1095 Nicosia, Cyprus at the attention of the Secretary of the Company; or
 - or electronically via email to c.kastellani@chrysostomides.com.cy AND tetiana.gromova@astarta.ua.
- (22) In the event of receipt of any such request, the Company shall revise the proposed agenda of the Meeting accordingly and make the revised agenda available on its website at astartaholding.com.
- (23) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company’s website in the form of “Questions and Answers” or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (24) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraph (22) above. Questions must be accompanied by evidence of the Member’s shareholding and must reach the Company **at least 4 working days before the Meeting**. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS

- (25) As at the date hereof, the total issued share capital of the Company is EUR 250,00 divided into 25,000,000 ordinary shares of EUR 0.01 each.
- (26) Ordinary shares carry one voting right each.

- (27) The following documents will be available on the Company's website at astartaholding.com by **2 May 2023** and may also be collected from the Company's registered office:
- (a) a copy of this Notice (and Notes) setting out the items of the agenda that will be put to the vote at the Meeting;
 - (b) the form of the instrument to be used for the appointment of a proxy;
 - (c) the Annual Financial Report of the Company for the year 2022, comprising of the Audited Consolidated Financial Statements of the Group of the Company for the financial year ended 31 December 2022 and the Audited Financial Statements of the Company for the financial year ended 31 December 2022, the Corporate Governance Report, the Independent Auditors' Report and the Management Report of the Company's Board of Directors;
 - (d) the Dividend Policy;
 - (e) the Explanatory Guidance Note of the General Meeting;
 - (f) the Explanatory Guidance Note of the Board of Directors; and
 - (g) the Remuneration Policy.