

**NOTICE  
of the Annual General Meeting of  
ASTARTA HOLDING PLC  
(the "Company")**

Dear shareholders,

NOTICE HEREBY IS GIVEN that the Annual General Meeting of the Company's Shareholders (the "Annual General Meeting", the "AGM") will be held on June 4, 2024, at 15:00 (local time) at the Company's registered address at:

- 1, Lampousas Street, 1095, Nicosia, Cyprus

with the following Agenda:

1. Presentation and review of the Annual Report for the year 2023.
2. Advisory vote in relation to the Annual Remuneration Report 2023.
3. Confirmation of the appointment of Viacheslav Chuk as an Executive Director of the Company.
4. Confirmation of the appointment of PricewaterhouseCoopers as Company's external auditor for the year 2023.
5. Authorisation of the Board of Directors for selection and appointment of the External auditor for the year 2024.
6. Approval of the new Remuneration Policy of the Company.
7. Adoption of the profit appropriation for the financial year 2023, and approval of the distribution of dividends in the aggregate amount of EUR 12,500,000.00 based on EUR 0.50 per ordinary share to all shareholders of the Company, and authorization to the Board of Directors to define and determine the record date and the payment date for such payment.
8. 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 can be performed either in person (at the Company's registered address) or by proxy.

For your convenience, you may appoint Mr. Savvas Perikleous (an Executive Director of the Company) as your proxy by filling his name as the appointed person on the form of proxy. The form of proxy is provided on the Company's website (<https://astartaholding.com/en/general-meeting/>).

Dated: May 10, 2024

  
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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 of the Company on the record date (a "**Member**") is entitled to attend the Meeting. The record date for determining the right to attend the Meeting is **May 31, 2024** (the "**Record date**").
- (2) Any Member, who wishes to attend the Meeting or to vote by proxy, for registration purpose, shall provide a document in writing evidencing his/her shareholding in the Company (a registered depository certificate) in a way as indicated below.

If their securities accounts are maintained with authorized financial intermediates should request a registered depository certificate therefrom evidencing their shareholding in the Company at the record date.

Such certificates at least 24 hours before the time of the Meeting should be:

- a) deposited at the Company's registered address (1, Lampousas Street, 1095, Nicosia, Cyprus); or
  - b) sent by an electronic message to via email to *c.kastellani@chrysostomides.com.cy* **AND** *IR@astarta.ua*.
- (3) 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

- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) The instrument for appointing a proxy (Form of Proxy) is available on the Company's website ([astartaholding.com](http://astartaholding.com)).
- (9) 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.



- (10) 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** *IR@astarta.ua*.
- (11) 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.
- (12) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.
- (13) 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.
- (14) 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**

- (15) Resolutions put to the vote at the Meeting shall be decided by poll.
- (16) 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.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) The Chairman of the Meeting does not have a second or casting vote.

## **STATUTORY RIGHTS OF MEMBERS**

- (21) 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.

- (22) 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** *IR@astarta.ua*.
- (23) 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*.
- (24) 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.
- (25) 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**

- (26) As at the date hereof, the total issued share capital of the Company is EUR 250,000 divided into 25,000,000 ordinary shares of EUR 0.01 each.
- (27) Ordinary shares carry one voting right each.
- (28) The following documents will be available on the Company's website at *astartaholding.com* by **May 10, 2024** 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 2023, comprising of the Audited Consolidated Financial Statements of the Group of the Company for the financial year ended 31 December 2023 and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, the Corporate Governance Report, the Independent Auditors' Report and the Management Report of the Company's Board of Directors; and
  - d) the Remuneration Policy.