

ASTARTA HOLDING PLC
Registration No.: HE 438414
1, Lampousas street, 1095, Nicosia, Cyprus

(the “**Company**”)

MINUTES
OF THE MEETING OF THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT 1, LAMPOUSAS STREET, 1095, NICOSIA, CYPRUS
ON JUNE 4, 2024, AT 15:00 CYPRUS TIME

Members present:

- ALBACON VENTURES LTD – represented in person by Mr. Oleksandr Tarchenko acting on basis of Power of Attorney issued on May 28, 2024.
- ODYSSEY REINSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- UNITED STATES FIRE INSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- ZENITH INSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- TRUSTEES OF NEWLINE SYNDICATE 1218 NEWLINE UNDERWRITING MANAGEMENT LIMITED – represented by Savvas Perikleous by proxy.
- WENTWORTH INSURANCE COMPANY LTD – represented by Savvas Perikleous by proxy.
- HWIC GLOBAL EQUITY FUND – represented by Savvas Perikleous by proxy.
- ACADIAN NON-US SMALL-CAP LONG-SHORT EQUITY FUND, LLC – represented by Savvas Perikleous by proxy.
- TIFF INVESTMENT PROGRAM - TIFF MULTI-ASSET FUND – represented by Savvas Perikleous by proxy.
- DUKE ENERGY CORPORATION MASTER RETIREMENT TRUST – represented by Savvas Perikleous by proxy.
- INTERVENTURE EQUITY INVESTMENTS LIMITED – represented by Savvas Perikleous by proxy.
- HEPTAGON FUND ICAV – represented by Savvas Perikleous by proxy.
- KOPERNIK GLOBAL ALL-CAP FUND – represented by Savvas Perikleous by proxy.
- KOPERNIK GLOBAL ALL-CAP MASTER FUND, LP – represented by Savvas Perikleous by proxy.
- KOPERNIK GLOBAL ALL-CAP CIT – represented by Savvas Perikleous by proxy.
- KOPERNIK GLOBAL LONG-TERM OPPORTUNITIES FUND, LP – represented by Savvas Perikleous by proxy.
- RUSSELL INVESTMENT COMPANY MULTI-STRATEGY INCOME FUND – represented by Savvas Perikleous by proxy.
- RUSSELL INVESTMENT COMPANY MULTI-ASSET GROWTH STRATEGY FUND – represented by Savvas Perikleous by proxy.
- RUSSELL INVESTMENTS YIELD OPPORTUNITIES POOL – represented by Savvas Perikleous by proxy.
- MCIC VERMONT (A RECIPROCAL RISK RETENTION GROUP) – represented by Savvas Perikleous by proxy.

- RUSSELL INVESTMENTS INSTITUTIONAL FUNDS, LLC SUSTAINABLE MULTI-ASSET GROWTH FUND – represented by Savvas Perikleous by proxy.
- REGIME DE RENTES DU MOUVEMENT DESJARDINS – represented by Savvas Perikleous by proxy.
- RUSSELL INVESTMENTS TRUST COMPANY COMMINGLED EMPLOYEE BENEFIT FUNDS TRUST – represented by Savvas Perikleous by proxy.
- RUSSELL INVESTMENTS INSTITUTIONAL FUNDS LLC MULTI-ASSET CORE PLUS FUND – represented by Savvas Perikleous by proxy.
- THE TIFF KEYSTONE FUND, L.P. – represented by Savvas Perikleous by proxy.
- MRS. VALENTYNA POTAPOVA – present in person at the registered office of the Company representing herself.

In attendance:

- Markiyan Markevych – Executive Director of the Company (attending via telecommunication means);
- Christia-Lydia Kastellani - Lawyer at Chrysostomides Advocates & Legal Consultants – attending in person on behalf of INTER JURA CY (SERVICES) LIMITED, the secretary of the Company, on the basis of a Power of Attorney dated 3 June 2024

Mr. Savvas Perikleous, director of the Company, opened the meeting as temporary chairman.

Ms. Christia Lydia Kastellani - Lawyer at Chrysostomides Advocates & Legal Consultants, noted that she is representing INTER JURA CY (SERVICES) LIMITED, the secretary of the Company.

It was first noted that Mr. Howard Alan Dahl, the Chairman of the Board of Directors, is unable to act as chairman of the meeting and therefore he and remaining Directors elected Mr. Savvas Perikleous, in line with Regulation 57 of the Articles of Association of the Company to be the chairman of the present meeting.

Ms. Christia Lydia Kastellani, representing INTER JURA CY (SERVICES) LIMITED, the secretary of the Company, was appointed as secretary of the meeting.

The secretary presented to the Chairman the proxies granted by the various shareholders.

The Chairman took the chair and declared the meeting open having satisfied himself that there was a quorum in accordance with the Company's Articles of Association.

It was also noted that the record date for participation at the meeting is May 31, 2024.

It was noted that the Notice of the present Annual General Meeting dated May 10, 2024, was duly circulated and published in accordance with Cyprus law and the Articles of Association of the Company.

The Annual General Meeting was announced in the current report published on the Warsaw Stock Exchange on May 10, 2024.

It was noted that Members holding 18 941 392 ordinary shares that constitute 75.77% total amount of issued shares of the Company were present at the meeting either in person or by proxy.

The Chairman read out the names of the shareholders who are represented by him on the basis of proxies (as set out above). In addition, it was noted that two of the Company's shareholders were present in person at the registered office of the Company, those are:

- 1) Mr. Oleksandr Tarchenko representing ALBACON VENTURES LTD acting on basis of Power of Attorney issued on May 28, 2024; and
- 2) Mrs. Valentina Potapova representing herself.

It was also noted that two shareholders have sent their depository certificates to the Company but did not provide a proxy nor are present at the meeting in person. They are:

- 1) MISSOURI EDUCATION PENSION TRUST
- 2) RUSSELL INVESTMENT COMPANY V PLC.

Then the Chairman read out the names of the additional people in attendance (as noted above).

The secretary confirmed that proxy votes received have been provided for counting.

The Chairman then proceeded to consider each of the items of the Agenda in the Notice.

1. Item 1 of the Agenda: Presentation and review of the Annual Report for the year 2023.

1.1 The Chairman noted that the Annual Financial Report for the year 2023 that includes (i) separate and group's consolidated financial statements for the year 2023, (ii) the Corporate Governance Report, (iii) the Independent Auditors' Report and (iv) the Management Report of the Company's Board of Directors, was approved by the Board of Directors by a written resolution on April 15, 2024.

1.2 It was noted that the above documents were presented publicly on the Company's website upon their approval.

1.3 The Chairman noted that this is not a voting item.

2. Item 2 of the Agenda: Advisory vote in relation to the Annual Remuneration Report 2023.

2.1 The Chairman informed the meeting that the Annual Remuneration Report for the year 2023 has been integrated into the Annual Report for the year 2023. It was made available on the Company's website upon its approval by the Board of Directors by written resolution on April 15, 2024.

2.2 It was noted that the vote of the Members in relation to the Annual Remuneration Report will be advisory and not binding on the Company.

2.3 The Members with 91.46% of the votes present (69.30% of the total amount), voted in favour and approved the Annual Remuneration Report 2023.

2.4 The Members with 8.54% of the votes present (6.47% of the total amount), voted against the approval the Annual Remuneration Report 2023.

2.5 No Member abstained.

2.6 The Chairman concluded that a favourable advisory vote was passed.

3. Item 3 of the Agenda: Confirmation of the appointment of Mr. Viacheslav Chuk as an Executive Director of the Company

3.1 The Chairman informed that following the resignation of Mr. Viktor Hladkyi from the position of Executive Director of the Company, effective August 21, 2023, his place on the Board was taken by Mr. Viacheslav Chuk, who possesses a wide range of relevant professional experience and meets the criteria outlined in the Company's Profile of the Board of Directors

3.2 The Chairman noted that Mr. Chuk was appointed by the Board of Directors on August 24, 2023, and has been serving as Executive Director in the Company's best interest since then.

3.3 The Chairman also added that Mr. Chuk's appointment shall be confirmed by the shareholders.

3.4 Members with 92.32% of the votes present (69.95% of the total amount), voted in favour and resolved to confirm the appointment of Mr. Viacheslav Chuk as an Executive Director of the Company.

3.5 Members holding 7.68% of the votes present (5.82% of the total amount), of the votes voted "against".

3.6 No Member abstained.

3.7 The Chairman concluded that the resolution was approved.

4. Item 4 of the Agenda: Confirmation of the appointment of PricewaterhouseCoopers as Company's external auditor for the year 2023.

4.1 On this point of agenda, the Chairman noted that following the Resolution adopted by the Annual General Meeting of Shareholders of May 25, 2023, the Board of Directors negotiated and on August 24, 2023, and appointed PricewaterhouseCoopers Ltd as the Company's external auditor for the year ending December 31, 2023.

4.2 The Chairman, being the member of the Board, also confirmed that audit services were rendered to the Company in a timely and duly manner.

4.3 The Chairman also added that the Board of Directors now seeks further confirmation of appointment of the PricewaterhouseCoopers Ltd as the Company's external auditor for the year ending December 31, 2023.

4.4 Members unanimously with 100% of the votes present (75.77% of total amount) voted in favour and resolved to confirm the appointment of PricewaterhouseCoopers Ltd as the Company's external auditor for the year ending December 31, 2023.

4.5 No Member voted "against".

4.6 No Member abstained.

4.7 The Chairman concluded that the resolution was approved.

5. Item 5 of the Agenda: Authorisation of the Board of Directors for selection and appointment of the External auditor for the year 2024.

5.1 On this point of Agenda, the Chairman advised that according to Cyprus law and the Articles of Association of the Company, the Company shall appoint at every annual general meeting the auditors of the Company for the next financial year.

5.2 The Chairman further informed those present that just like in 2023 it is proposed to authorize and instruct the Board of Directors to enter into negotiations with reputable auditor firms, and depending on results of such negotiations, upon the recommendation from the Audit Committee of the Company, to appoint one of these firms as the Company's external auditor for audit services for the financial year 2024.

5.3 The Chairman noted that this will allow the Company to negotiate a better terms and pricing as well as to enhance the competition between the accounting firms.

5.4 Members having 100% of the votes present (75.77% of total amount) voted in favour and resolved that the Board of Directors shall enter into negotiations with reputable auditor firms and depending of results of such negotiations, upon the recommendation from the Audit Committee of the Company, shall appoint one of these firms as the Company's external auditor to render audit services for the financial year 2024 and fix their remuneration.

5.5 No Member voted "against".

5.6 No Member abstained.

5.7 The Chairman concluded that the resolution was approved.

6. Item 6 of the Agenda: Approval of the new Remuneration Policy of the Company

6.1 On this point of Agenda, the Chairman informed those present that following the approval by the Board of Directors on May 10, 2024, it is now proposed to approve the new Remuneration Policy of the Company, which has been revised in collaboration with EY to align with best market practices. Based on a gender-neutral assessment, the policy establishes that the size of the remuneration depends on the level of involvement in the business activities of the Company and their responsibilities.

6.2 The Chairman noted that the new Remuneration Policy of the Company was made available on the Company's website upon its approval.

- 6.3 Members with 99.10% of the votes present (75.08% of the total amount), voted in favour and resolved to approve of the new Remuneration Policy of the Company.
- 6.4 Members holding 0.86% of the votes present (0.65% of the total amount) voted “against”.
- 6.5 Members holding 0.04% of votes present (0.03% of the total amount) abstained.
- 6.6 The Chairman concluded that the resolution was approved.

7. Item 7 of the Agenda: 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.

- 7.1 The Chairman noted that the profits for the financial year 2023 were EUR 61,903,000.00.
- 7.2 The Board of Directors at the meeting on April 12, 2024, proposed 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 2023.
- 7.3 The Members unanimously with 100% of the votes voted in favour and approved the payment of dividends in the aggregate amount of EUR 12,500,000.00 based on EUR 0.50 per share and resolved to authorise the Board of Directors of the Company to define and determine the record date and the payment date for the payment of dividends.
- 7.4 No Member voted “against”.
- 7.5 No Member abstained.
- 7.6 The Chairman concluded that the resolution was approved.

The Chairman noted all of the items of the Agenda were discussed.

The secretary noted that no other items of business to be discussed were received.

There being no further business, the Chairman noted that the meeting came to an end.

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Name: Savvas Perikleous
Chairman

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Name: Christia Lydia Kastellani
On behalf of
INTER JURA CY (SERVICES) LIMITED
Secretary