

REMUNERATION POLICY OF ASTARTA HOLDING PLC (the "Company" or "Astarta") (as amended and restated effective as of June 12, 2025)

Introduction

The Company's Remuneration Policy (the '**Remuneration Policy**') describes the formal approach used by the Company to establish the remuneration of persons who are employed and/or engaged by the Company and/or any of its subsidiaries (the "**Group**", and each company in the Group is a "**Group Company**"), including the members of the Board of Directors of the Company (each, a "**Company Director**") and/or the members of the management team of a Group Company, other than the Company (each, a "**Manager**") (together the Company Directors and the Managers shall be referred to as, the "**Eligible Persons**").

The Company views remuneration and motivation of these Eligible Persons as central to its long-term strategy to succeed in a highly competitive and global market, as well as to support the strong growth profile of the Company and the Group.

In addition to achieving compliance with the provisions of the Cypriot Long-term Shareholder Engagement Law of 2021, Law N. 111(I)/2021 which transposed into national legislation Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, the goal of this Remuneration Policy is to provide a transparent overview of the remuneration principles and methods employed by the Company to ensure sourcing, retention and motivation of relevant persons belonging in the administrative, management or supervisory bodies of a Group Company or entrusted with the performance of such functions or responsibilities by a Group Company.

1. STRATEGIC AND OTHER CONTEXTS OF THE REMUNERATION POLICY

Astarta is a vertically integrated agro-industrial holding company that operates in Ukraine through its subsidiaries with a clear strategic focus on running a socially responsible business and producing food commodities with a focus on global markets.

The Group's strategy is aimed at long-term value creation. Astarta is building a high-tech innovative group in Ukraine with a globally identifiable brand and impeccable reputation, attractive for shareholders and partners, creating products of the highest quality for the most demanding consumers, and providing an opportunity for effective self-actualization for each and every Eligible Person.

The Company takes into account, among others, the following factors, in determining the remuneration for the Eligible Persons:

- 1.1 Values - Astarta endeavors to serve the interests of customers, employees, shareholders and business partners. To a large extent, the Group's success depends on their success. Astarta strives to have relationships with customers and other business partners based on integrity, honesty and fairness. The Group takes into account the interests of the communities in which it operates and the interests and requirements of local, regional, national and international authorities and relevant interest groups.

People are the key to the success of any business, and this is not different with respect to Astarta. Astarta respects human rights as an absolute and universal standard. In countries where Astarta operates, human rights of employees are supported as appropriate in accordance with what reasonably can be expected from a similar commercial organization. Furthermore, Astarta refrains from discrimination on any basis. As a result of the above, respect for people forms a cornerstone of Company's values.

The Group seeks to encourage and practice good corporate citizenship.

- 1.2 Business strategy, long-term interests and compliance with the relevant legal framework - This Remuneration Policy takes into account business strategy and long term interests, and has been prepared in accordance with the provisions of section 12 of the Encouragement of Long-term Shareholder Engagement Law of 2021, Law 111(I)/2021 which incorporated into Cypriot Law the relevant provisions of the Shareholders Rights Directive 2017/828/EU amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement.
- 1.3 Societal factors - Astarta strives to carry out agrobusiness in Ukraine in an environmentally friendly and sustainable manner. Astarta believes that we contribute substantially to the public welfare of Ukraine by creating opportunities for employment within Ukraine, by growing products for export and for distribution on the Ukrainian home market and by contributing to the long-term economic development and growth of Ukraine.

The Remuneration Policy is intended to attract high-caliber directors and executive personnel who share the Group's values and vision as described above and who will implement business strategy in a manner which ensures that the Group's goals for growth can be achieved in a manner which avoids undue risk-taking, thus ensuring the continued long-term viability and sustainability of the Group's business and enabling the Group to continue its contribution to Ukraine as described above.

- 1.4 Long-term sustainability of the Company and the Group - The parameters for remuneration under the Remuneration Policy are set in a manner which does not encourage undue risk-taking by Eligible Persons in order to achieve transitory short-term goals. Monetary payments under the Remuneration Policy are set in a way which does not threaten the liquidity or other resources of the Company or the Group.

2. REMUNERATION OBJECTIVES

The remuneration objectives and guiding principles underlying the Remuneration Policy are:

2.1 Alignment with long-term value creation for shareholders

- To establish a close link between achieving strategic objectives and contributing value to the Company's shareholders. Remuneration schemes must be aligned with the long-term business strategy of the Group and with the shareholders' interests, ensuring organic balance of incentives, talent attraction and motivation.
- To review the Remuneration Policy on a regular basis to ensure alignment between achieving results and creating value for the shareholder.
- To associate a significant part of the Eligible Persons' remuneration with the achievement of financial, business, value-creation and sustainability objectives in their environmental, social and good governance vectors.

2.2 Sustainability

- The integration of sustainability-related performance into the Group's incentive schemes is a crucial element of the Remuneration Policy. This approach aligns objectives with a long-term vision that prioritizes not only financial success but also environmental, including climate change issues, and social responsibility.
- Focusing on sustainability within incentive programmes sends a clear message about the Group's values. It demonstrates a commitment to operating in a way that benefits both stakeholders and the planet. This fosters a culture of environmental and social responsibility throughout the

organization, motivating the Eligible Persons at all levels to contribute to sustainable environmental, social, and governance (ESG) goals. Including those that relate to climate change.

2.3 Internal equity and external competitiveness

- To offer a remuneration package that is competitive with that of comparable entities on an international scale, both in terms of its structure and its overall size, which, at the same time, offers fair rewards and benefits to attract and retains the best professionals.
- To establish amounts that provide sufficient remuneration for qualifications, dedication and responsibility of the Eligible Persons.
- To consider the evolution of national and international standards, best practices, recommendations and trends in the remuneration of employees and/or members of the board of directors of listed companies.

2.4 Remuneration for professional accountability and career paths.

- To offer extraordinary remuneration only when the results justify it.
- To appropriately remunerate each Eligible Person's professional worth, experience, dedication and responsibility. Consistent build-up of remuneration from layer to layer supports talent development and a solid succession pipeline within the Group.
- To ensure that there is no discrimination on the basis of gender, race, ethnic origin, religion or sexual orientation.
- To establish a level of transparency in remuneration that is in line with corporate governance best practices with the aim of building trust between shareholders and investors.

2.5 Balance between the remuneration elements

- To establish a balanced remuneration package for the Eligible Persons, which includes the fixed and variable part of the remuneration. This Remuneration Policy is endorsed by the Board of Directors of the Company (the "**Board**") and ultimately approved by the general meeting of shareholders in the Company (the "**General Meeting**"). The implementation of the guiding principles is fostered through the oversight of the remuneration committee of the Company (the "**Remuneration Committee**").

3. **SCOPE OF APPLICATION OF THE REMUNERATION POLICY**

3.1 This Remuneration Policy applies to the Eligible Persons, including also:

(a) **Executive Directors of the Company**

(b) **Non-Executive Directors of the Company**

(c) **Managers.** The list of such persons shall be approved by the Board upon the proposal of the CEO of the main operating subsidiary of the Company – "Astarta-Kyiv" firm LLC ("**Astarta-Kyiv**"), following prior consideration by the Remuneration Committee.

3.2 The general principles and provisions set out by this Remuneration Policy (as well as the STI and LTI targets established in accordance with it) shall also be applicable to any Management Reward Programme that may be adopted on the level of Astarta-Kyiv.

4. PROCEDURE

- 4.1 The Remuneration Policy is developed by the Company's Remuneration Committee and submitted to the Board for consideration and approval at Board level. Following the approval of the Remuneration Policy at Board level, it is submitted to General Meeting for approval and adoption. The Remuneration Policy comes into effect once approved by the General Meeting.
- 4.2 The Remuneration Committee may seek advice from leading remuneration and benefit consultants, in order to acquire information about remuneration packages for companies considered similar to the Company in terms of size and/or complexity.
- 4.3 The value of the total remuneration package is reviewed annually, except for long-term incentive (LTI) which is determined once in three years by the Remuneration Committee and disclosed to the public in the Company's annual remuneration report.
- 4.4 In accordance with the Company's Articles of Association, the Board, with the prior recommendation of the Remuneration Committee, determines the remuneration and the other terms and conditions of employment and/or engagement of the Company Directors.
- 4.5 In addition, a separate document (Programme) that covers the terms and conditions of remuneration for the Managers may be adopted by Astarta-Kyiv and then presented to the Board.

5. REMUNERATION

- 5.1 This Remuneration Policy seeks to enable the Eligible Persons to receive market competitive levels of remuneration. To this end, the Company uses the principles with respect to general remuneration, which are competitive, equitable and comply with general practice in the agro-industrial sector and which, at the same time, are prudently interrelated with the results of the Company.
- 5.2 The size of the remuneration directly depends on the level of involvement of the Eligible Persons in the business activity of the Company and/or the respective Group Company and their responsibilities. The more the Eligible Person is involved in business activity of the Company and/or the respective Group Company, the higher the possibility to receive different types of remuneration.
- 5.3 Eligible Persons may receive remuneration consisting of fixed, variable, or a combination of both as follows:

- Eligible Persons including the Executive Directors of the Company, who are directly involved in the business activity of a Group Company situated in Ukraine as well as Managers, are entitled to receive:

Fixed Components	Variable Components	Other Benefits
✓ fixed annual remuneration	✓ short-term incentives bonuses ✓ long-term incentives bonuses	Specified in clause 7

- Eligible Persons who are not directly involved in the business activity of a Group Company situated in Ukraine, including but not limited to Non-Executive Directors of the Company, are entitled to receive:

Fixed Components	Variable Components	Other Benefits
✓ fixed annual remuneration		Specified in clause 7

Fixed Remuneration

- 5.4 The amount of annual fixed remuneration for the Company Directors will be adopted by the Board, upon receipt of a proposal from the Remuneration Committee in accordance with the principles reflected in this Remuneration Policy.
- 5.5 The amount of annual fixed remuneration for the Managers shall be determined by the CEO of Astarta-Kyiv.
- 5.6 The annual fixed remuneration can be reviewed upon such need arises.
- 5.7 The annual fixed remuneration for the Company Directors, who are also employees at a Group Company may be paid by such Group Company.

Variable remuneration

- 5.8 The Remuneration Policy is designed to put a high proportion of the remuneration package of relevant Eligible Persons who are directly involved in the business activity of the Company and a Group Company situated in Ukraine (including Executive Directors of the Company) "at risk" in the form of variable pay, i.e. received in view of the achievements of operating goals (short-and long term). The total value of remuneration that can be earned rises with the level of performance that is delivered. The Company expects that variable remuneration will represent between 0% and 80% (depending on whether relevant goals are achieved) of total remuneration of the Group's relevant Eligible Persons. Other Eligible Persons (including Non-Executive Directors of the Company) will receive only fixed annual remuneration.
- 5.9 Performance targets must be realistic and sufficiently challenging and flexible and shall consider the executive powers of the Eligible Persons. The relationship between the chosen performance criteria and the strategic objectives applied — as well as the relationship between remuneration and performance — are properly reviewed and accounted for both ex-ante and ex-post. Prior to agreeing operating goals, scenario analyses on the possible financial outcomes of meeting different performance levels are carried out showing how those different performance levels may affect the structure and value of the total remuneration of those directors who are directly connected with carrying out the business activity of a Group Company situated in Ukraine (including Executive Directors of the Company).
- 5.10 The remuneration structure serves as a motivation for Eligible Persons to achieve high results in development of business that are in line with long-term interests of the Company, the Group and its shareholders. It does not incentivize undue risk-taking or other behaviors which are contrary to the Group's interests.
- 5.11 Provided that, if any Eligible Person is entitled to receive variable remuneration as a Company Director and as a Manager, only one remuneration is allowed.
- 5.12 The Company believes that the goals for STI and LTI described below contribute to the achievement of the Group's strategic and long-term goals, and the Group's long-term viability as a business, by allowing the Group to attract high caliber executives who share the Group's long-term goals and values as described in paragraph (1) above.
- 5.13 **Short-term incentive (STI)**

- 5.13.1 The STI is designed to give focus to a range of strategically important annual objectives for a one-year performance period. Collectively, these objectives are targeted to deliver a level of performance which is in line with operational plans, that are vital to create value in the long term.
- 5.13.2 Under the STI, the Executive Directors of the Company who are directly involved in carrying out the business activity of a Group Company situated in Ukraine are granted opportunities to earn cash bonuses based on the level of achievement of, among others, NET PROFIT and EBITDA metrics for the applicable annual performance period. These metrics are as used or defined in the Company's annual report and annual remuneration report, subject to minor adjustments if required, in order to provide an appropriate indicator of management's performance.
- 5.13.3 For each target, the Board acting on the recommendation of the Remuneration Committee sets performance ranges each year. These performance ranges determine: (i) the performance level below which no payouts are made; (ii) the performance level at which up to 150% of fixed remuneration payout is made, and (iii) the performance levels at which intermediate percentage payments will be made. Award payouts range as follows:
- Executive Directors of the Company, who are directly involved in the business activity of a Group Company situated in Ukraine – up to 150% of fixed annual remuneration.
 - Intermediate percentage payments may be subject to approval by the Board.
- 5.13.4 STI payments to the Executive Directors of the Company, who are directly involved in the business activity of a Group Company situated in Ukraine shall be approved by the Board following a yearly assessment of the achievement of the targets set by the Board.
- 5.13.5 STI payments to the Managers shall be approved by the CEO of Astarta-Kyiv following a yearly assessment and may be presented to the Board. For the purposes of such remuneration additional metrics may be applied.

5.14 Long-term incentive (LTI)

- 5.14.1 The Company's LTI is designed to give focus to the strategic priorities that will contribute to building sustainable long-term value creation.
- 5.14.2 Following the measurement of Revenue growth, EBITDA or EBITDA growth, Return on Equity (ROE) and sustainability goals (GHG emissions reduction and Gender Pay Gap set by the Board for an average over a three-year period (the “**Performance Period**”), the Eligible Persons who are directly involved in the business activity of a Group Company situated in Ukraine may be rewarded with the opportunity to receive such incentive by the Company that is subject to prior approval of the Board acting on the recommendation of the Remuneration Committee.
- 5.14.3 The Board acting on the recommendation of the Remuneration Committee determines the targets that comprise the metric and the peer group constituents. Award payouts range as follows:
- Executive Director of the Company who acts as the CEO of Astarta-Kyiv – up to 250% of fixed annual remuneration;
 - Selected Eligible Persons who are directly involved in the business activity of a Group Company situated in Ukraine – up to 150% of fixed annual remuneration;
 - Intermediate percentage payments may be subject to approval by the Board.

- 5.14.4 At the sole discretion of the Board, the LTI payout may be awarded either in the form of a cash bonus and/or allotment or transfer of Company's shares by way of allocating them to an employee benefit trust (or any other similar vehicle) established by the Board for the benefit of Eligible Persons (the "EBT").
- 5.14.5 For the implementing of this Policy, the Board shall have the authority to establish, maintain, and administer one or more employee benefit trusts for the purpose of acquiring, holding, and/or transferring shares in the Company.
- 5.14.6 Shares to be delivered under LTI may be sourced by way of market purchase (buy-back) or new issue. The Board shall have the authority to allocate any such shares to an EBT for the benefit of Eligible Persons upon satisfaction of the applicable vesting and/or performance conditions in accordance with the rules of the relevant incentive plan.
- 5.14.7 The equivalent number of shares to be allocated to the relevant Eligible Person pursuant to the terms of the EBT will be determined by the Board and calculated as follows:

"the amount of the cash bonus divided by share price at the close of the trading session on the business day before the approval of such allocation".

Value adjustment and clawback

- 5.15 The Board has the authority to adjust the vesting of variable remuneration of the Eligible Persons if the result as calculated under the Remuneration Policy is not reasonable or fair under the prevailing circumstances.
- 5.16 The Board can reclaim in whole or in part any variable remuneration that has vested or has been paid out on the basis of incorrect information concerning the underlying performance achievement.
- 5.17 Any value adjustment or clawback is initially at the discretion of the Board. However, if the Board fails to exercise the Company's clawback rights, either the Company's Non-Executive Directors, or a special representative appointed by the General Meeting, may exercise those rights on behalf of the Company. Value adjustments and exercise of clawback rights will be accounted for in the Remuneration Report that will be submitted to the annual Company's general meeting of shareholders.

6. POST-CONTRACT BENEFITS

- 6.1 The Group does not grant post-contract benefits (e.g. pension benefits) to its Eligible Persons (including the Non-Executive Directors of the Company and the non-executive members of the management team of a Group Company).
- 6.2 The Eligible Persons (including the Executive Directors of the Company and the executive members of the management team of a Group Company) who are directly involved in the business activity of the Company and/or Group Company situated in Ukraine may be granted with post-contract benefits.

7. OTHER BENEFITS AND REIMBURSEMENTS

- 7.1 Other benefits — relevant insurance and reimbursement of other reasonable out-of-pocket expenses such as international travel, trainings, expenses, company car and other costs associated with discharge of Eligible Person's duties, taking into account market practice and relevant legal or tax considerations.
- 7.2 Without prejudice to the generality of the above, each of Company Director will be reimbursed by the Company for all the expenses incurred by him or her in connection with attendance at the Board or the Board's committee meeting and for other fees payable to third parties such as legal fees, tax advice and disbursements in connection with performing his or her duties at the Board.

8. MANAGEMENT OF CONFLICT OF INTEREST

- 8.1 All decisions related to the setting of remuneration are adopted by the Board after prior review of the question by the Remuneration Committee.
- 8.2 Considering that the Remuneration Committee consists of Non-Executive Directors, the members of the Remuneration Committee are obliged to comply with the principles of setting of remuneration prescribed by this Remuneration Policy, as well as to correlate the interests of the shareholders with the interests of the Eligible Persons in each specific case of setting such remuneration. The decision regarding setting of variable remuneration must be based on the results of achievements of goals by the relevant Eligible Persons.
- 8.3 To ensure the rights of shareholders, all remuneration received by the Eligible Persons must be disclosed annually in the remuneration report, which is submitted to the Company's annual general meeting of shareholders for approval by an advisory vote.

9. DEROGATION AND DEVIATION

- 9.1 In exceptional circumstances and to ensure the viability of the Company or to serve its long-term interests and sustainability, the Board may derogate temporarily from the Remuneration Policy on base salary, variable remuneration and post-contract benefits as set out above. In this event the Board will present the derogation and propose amendments to this Remuneration Policy to a General Meeting as soon as reasonably possible.
- 9.2 When recruiting a new member for the Board, the Board may, in addition to the remuneration as set out above, grant a one-off payment to compensate for remuneration that the new Board member loses in the transition to the Company.

10. SUPPORT FOR THE REMUNERATION POLICY

- 10.1 In drafting this Remuneration Policy, the Board has considered:
- The interests of all stakeholders;
 - The experience with and evaluation of the Remuneration Policy that was first approved by the General Meeting in 2015, the principles and structures of which are continued in this Remuneration Policy;
 - The Long-term Shareholder Engagement Law of 2021 L111(I)/2021 and Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017.
- 10.2 With these considerations the Board is of the opinion that it has secured the required support for this Remuneration Policy.

11. IMPLEMENTATION AND DURATION OF THE REMUNERATION POLICY

- 11.1 This Remuneration Policy is applicable to the year 2025 and subsequent years and, after its approval at the annual general meeting and considered effective as of June 12, 2025.
- 11.2 Any Long-Term Incentive (LTI) arrangements, including their respective terms, conditions, and performance targets, that were duly approved prior to the adoption of this Remuneration Policy shall remain in full force and effect in accordance with their original provisions. Such programs shall continue to apply to the relevant Eligible Persons until their expiration, amendment, or termination in accordance with their terms, notwithstanding the adoption of this Policy.