Зображення, що містить чорний, темрява

Автоматично згенерований опис

**Company number: HE 438414**

**(the “Company”)**

**FORM OF PROXY**

**ANNUAL GENERAL MEETING 2025**

Το: ASTARTA HOLDING PLC

Address: 1 Lampousas Street, 1095 Nicosia, Cyprus

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 June 12, 2025 at 15:00 local time.

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**

|  |  |
| --- | --- |
| **Item on the AGM Agenda** | **Vote** |
| Advisory vote in relation to the Annual Remuneration Report 2024 (Item 2 on the Agenda). | |  |  | | --- | --- | | For: | ⃣ | | Against: | ⃣ | | Abstain: | ⃣ | |
| Confirmation of the appointment of Kreston Ioannou & Theodoulou as Company’s external auditor for the year 2024 (Item 3 on the Agenda). | |  |  | | --- | --- | | For: | ⃣ | | Against: | ⃣ | | Abstain: | ⃣ | |
| Authorisation of the Board of Directors for selection and appointment of the External auditor for the year 2025 (Item 4 on the Agenda). | |  |  | | --- | --- | | For: | ⃣ | | Against: | ⃣ | | Abstain: | ⃣ | |
| Adoption of the profit appropriation for the financial year 2024, 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 (Item 5 on the Agenda). | |  |  | | --- | --- | | For: | ⃣ | | Against: | ⃣ | | Abstain: | ⃣ | |  |  | |
| Approval of the changes to the Remuneration Policy of the Company (Item 6 on the Agenda). | |  |  | | --- | --- | | For: | ⃣ | | Against: | ⃣ | | Abstain: | ⃣ | |  |  | |
| Delegation to the Board of Directors of the authority to issue shares up to Five Percent (5%) of its Issued Share Capital and/or to grant options and other rights to acquire such shares for the Sole Purpose of Implementing the Group Employee Incentive Plan and cancel, waive or limit pre-emptive rights (Item 8 on the Agenda). | |  |  | | --- | --- | | 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), and a registered depositary certificate evidencing their shareholding in the Company at the record date 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 [IR@astarta.ua](mailto:IR@astarta.ua).
* The record date for determining the right to attend and vote at the meeting is **June 10, 2025.**
* 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 [IR@astarta.ua](mailto:IR@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.