

16. REMUNERATION REPORT

This remuneration report was drawn up in accordance with requirements of the engagement EU Directive on the encouragement of long-term shareholder engagement (SRD II) and Clause B.3.2. of the Cyprus Stock Exchange Corporate Governance Code.

Following the Clause B.2. of the Cyprus Stock Exchange Corporate Governance Code the level of remuneration of the members of the Board of Directors is sufficient to attract and retain the Directors to run the Company successfully but the Company avoids paying more than necessary for this purpose. The level of remuneration is adequate to the tasks and responsibilities delegated to individuals and corresponding accountability.

Astarta is interested to remunerate the Directors in a way that is in line with the market, considering the annual results of the Company and individual achievements, namely contribution of each Director to the development of the Company.

In 2024 despite the ongoing Russian aggression of Ukraine Astarta secured all operation activities. Adverse weather conditions and summer drought in 2024 significantly impacted the crops, leading to a decline in yields and output. Astarta harvested 0.6mt of grain and oilseeds in 2024 (-29% y-o-y). Astarta's flexible commercial strategy demonstrated its resilience amid wartime developments and volatile operating conditions. Grain and oilseeds sales amounted to 0.9mt during 2024 (-15% y-o-y). Thanks to the stable operation of the Odesa seaports Astarta's commercial team delivered sound exports of 808kt in 2024 grain and oilseeds which generated an 89% of the segment revenues (+11pp y-o-y).

Astarta's white sugar production totalled 380kt (+1% y-o-y), the highest output in the past seven years. The volume of sugar beet processed decreased by 6% y-o-y to 2.5mt in 2024. Improved sugar yield at 15% during the reporting period compensated for lower processed beet volumes. Astarta was one of the market leaders with an estimated share in production at 21% in 2024 (same as in 2023).

The 27% y-o-y increase in the area under soybeans to 70kha in 2024 secured stable supplies to Astarta's processing plant. Soybean crushing volume totalled 226kt in 2024 (-3% y-o-y). In-house soybean supply of 168kt accounted for 68% of total volumes processed in 2024 versus 32% in the previous year.

Efficient farm management and a balanced diet led to a 2% y-o-y increase in the daily average unit milk yield to 26.3kg/day at Astarta's farms. This resulted in a 3% y-o-y higher milk production of 119kt in 2024.

Sales volumes of raw milk increased by 33% y-o-y to 114kt in 2024, of which 97% was of extra quality (previous year: 96%). All milk is sold domestically. Given favourable global market conditions and rise in livestock prices driven by high demand in North African countries, Astarta started exporting live cattle in 2H2024. The Company shipped 980t of live cattle to Lebanon, or 5% of total Ukrainian live cattle exports. These accounted for 4% of the Segment's revenue in 2024.

Astarta's Consolidated revenues were almost stable at EUR612m (-1% y-o-y) during the reporting period. The Agricultural segment generated 34% of the consolidated revenues or EUR209m in 2024 (-13% y-o-y). Sugar Production was the main contributor with EUR229m of sales (+15% y-o-y), generating 37% of total revenues during the reporting period. The Soybean Processing segment accounted for 17% of Astarta's revenues or EUR106m (-13% y-o-y). The Cattle Farming increased sales by 25% y-o-y to EUR53m generating 9% of total revenues in 2024. Astarta's gross profit increased by 5% y-o-y to EUR236m in 2024 on 35% y-o-y on higher change in fair value of biological assets and agricultural produce of EUR78m reflecting higher commodity prices.

The Company also continued its largescale humanitarian activity. Common Help Ukraine project. Astarta united different businesses, international organizations, local communities to help people in need, nurture local entrepreneurship, create jobs for internally displaced people, improve psychological health, support domestic producers and the economy as a whole.

In line with the Clause 6.4. of the Code of Best Practice, the Board of Directors performs its responsibilities on a continuous basis and the remuneration of the members of the Board of Directors does not depend on the number of meetings held.

Remuneration Committee

In line with Clauses B.1.1.-B.1.4. of the Cyprus Stock Exchange Corporate Governance Code, to avoid the potential conflicts of interest, the Board of Directors has set up a Remuneration Committee considering exclusively of Independent Non-Executive Directors (Messrs. Howard Dahl, Gilles Mettetal) to make recommendations to the Board, and the Board submits to the General Meeting's approval, the Executive Directors' level of remuneration and to determine on their behalf specific packages for each of the Executive Directors, including any compensation payments. The members of the Remuneration Committee have knowledge and experience in application of the Remuneration Policy. Additionally, the Remuneration Committee has access to professional advice inside and outside the Company.

Following the Clause B.1.6. of the Cyprus Stock Exchange Corporate Governance Code, the Remuneration Committee periodically reviews the Remuneration Policy.

Remuneration of the Directors

The Directors of the Company are remunerated according to the Remuneration Policy approved by the General Meeting of Company's Shareholders on June 4, 2024 (the "Remuneration Policy").

The Company shall not make any payments as remuneration to the members of the Board of Directors, whether annual payments, periodical payments/rewards, payments payable on a certain term, entitlements to profits, bonuses, or pension payments, whether in cash or in kind, other than in accordance with the Remuneration Policy.

As ASTARTA HOLDING PLC is a holding company with all production assets in Ukraine the Executive Directors are involved in the operational processes on the ground. The operational management of the Company is carried out at the sub-holding level – by the management of LLC firm "Astarta-Kyiv". Therefore, the Company defines management remuneration - (i) for directors who do not take part in the operational management (the Non-Executive Directors), and (ii) for directors who take part in the operational management (the Executive Directors).

Total remuneration

The Remuneration Policy seeks to enable members of the Board of Directors to receive market competitive levels of remuneration. Following the Clause B.2.2. of the Cyprus Stock Exchange Corporate Governance Code, the Remuneration Committee compares the position of the Company and other companies in the agricultural industry and considers the relative performance. Hence, the Company uses principles regarding total remuneration that are competitive, comparable to and consistent with the practice in the agricultural industry on a comparable market, as well as in reasonable relation to the Company's operating results.

Following the Clause B.2.7. of the Cyprus Stock Exchange Corporate Governance Code, members of the Board of Directors who do not take part in a day-to-day operational activity of the Company can receive remuneration in the form of an annual fixed remuneration and are not entitled to any variable performance-related remuneration. Remuneration of Non-Executive Directors is not linked to the Company's profitability.

Executive Directors who take part in a day-to-day operational activity of the Company, can receive remuneration package consisting of an annual fixed and variable remuneration. The Remuneration Committee performs scenario analysis to assess the impact that different performance levels will have on the total remuneration of the Executive Directors in amount of variable part.

Annual remuneration

Annual fixed remuneration is set by the Board of Directors upon recommendation of the Remuneration Committee. Annual fixed remuneration can be reviewed annually, without any commitment to increase, after adoption of the annual accounts.

On April 12, 2024, the Board of Directors approved the fixed annual remuneration of the Directors for the year 2024 and was further adjusted on November 19, 2024. Members of the Board of Directors may be remunerated by the Company's subsidiaries.

Remuneration of the Executive and Non-Executive Directors for reported financial years

all in EURk

Director's position	Financial year	Fixed remuneration	Variable remuneration	Total remuneration
Chairman of the Board	2024	75	-	75
	2023	75	-	75
Other Non-executive Board members (combined)	2024	80	-	80
	2023	80	-	80
Executive Directors (combined)	2024	630	631	1 261
	2023	681	942	1 623
Total	2024	785	631	1 416
	2023	836	942	1 778

Additionally, expenses on the long-term incentive plan ("LTI") for the year ended 31 December 2024 were accrued for Executive Directors in the amount of UAH 19,064 thousand or EUR 434 thousand. These expenses are not part of total 2024 remuneration in the table above, as these LTI awards were not received by management. Expenses on the long-term incentive plan ("LTI") for the year ended 31 December 2023 were not accrued for Executive Directors.

On 24 May 2023 a resolution of the Board of Directors was approved to grant one of the Executive Directors a free-of-charge transfer of 124,755 Company shares as a reward for achieving the long-term incentive target. The shares were transferred in June 2024.

Loans and guarantees

The Company does not grant loans, advance payments or guarantees to members of the Board of Directors or any family member of such persons.