

ASTARTA HOLDING PLC
Registration No.: HE 438414
1, Lampousas street, 1095, Nicosia, Cyprus
(the “**Company**”)

MINUTES
OF THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT 1, LAMPOUSAS STREET, 1095, NICOSIA, CYPRUS
ON JUNE 12, 2025, AT 15:00 CYPRUS TIME

Members present:

- 1) ALBACON VENTURES LTD – represented by (i) Oleksandr Tarchenko by proxy (who joined the meeting in person) and (ii) Savvas Perikleous by proxy.
- 2) ODYSSEY REINSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- 3) UNITED STATES FIRE INSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- 4) ZENITH INSURANCE COMPANY – represented by Savvas Perikleous by proxy.
- 5) TRUSTEES OF NEWLINE SYNDICATE 1218 NEWLINE UNDERWRITING MANAGEMENT LIMITED – represented by Savvas Perikleous by proxy.
- 6) WENTWORTH INSURANCE COMPANY LTD – represented by Savvas Perikleous by proxy.
- 7) HWIC GLOBAL EQUITY FUND – represented by Savvas Perikleous by proxy.
- 8) TIFF INVESTMENT PROGRAM - TIFF MULTI-ASSET FUND – represented by Savvas Perikleous by proxy.
- 9) DUKE ENERGY CORPORATION MASTER RETIREMENT TRUST – represented by Savvas Perikleous by proxy.
- 10) INTERVENTURE EQUITY INVESTMENTS LIMITED – represented by Savvas Perikleous by proxy.
- 11) HEPTAGON FUND ICAV – represented by Savvas Perikleous by proxy.
- 12) KOPERNIK GLOBAL ALL-CAP FUND – represented by Savvas Perikleous by proxy.
- 13) KOPERNIK GLOBAL ALL-CAP MASTER FUND, LP – represented by Savvas Perikleous by proxy.
- 14) KOPERNIK GLOBAL ALL-CAP CIT – represented by Savvas Perikleous by proxy.
- 15) RUSSELL INVESTMENT COMPANY MULTI-STRATEGY INCOME FUND – represented by Savvas Perikleous by proxy.
- 16) RUSSELL INVESTMENT COMPANY MULTI-ASSET GROWTH STRATEGY FUND – represented by Savvas Perikleous by proxy.
- 17) RUSSELL INVESTMENTS YIELD OPPORTUNITIES POOL – represented by Savvas Perikleous by proxy.
- 18) RUSSELL INVESTMENTS INSTITUTIONAL FUNDS, LLC SUSTAINABLE MULTI-ASSET GROWTH FUND – represented by Savvas Perikleous by proxy.
- 19) REGIME DE RENTES DU MOUVEMENT DESJARDINS – represented by Savvas Perikleous by proxy.
- 20) THE TIFF KEYSTONE FUND, L.P. – represented by Savvas Perikleous by proxy.
- 21) DRAGON CAPITAL (CYPRUS) LIMITED – represented by Savvas Perikleous by proxy.
- 22) MR. VIKTOR IVANCHYK – represented by Savvas Perikleous by proxy.
- 23) MRS. VALENTYNA POTAPOVA – present in person at the registered office of the Company representing herself.

In attendance:

- Savvas Perikleous – Director of the Company, attending in person;
- 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 Special Power of Attorney dated June 19, 2025.

Via telecommunication:

- Markiyan Markevych, director of the Company;
- Yuliya Bereshchenko, Head of sustainable business development and IR Department;

- Serhii Miroshnychenko, Head of corporate and antitrust division of the Legal department; and
 - Pavlo Popov, Head of Sustainability and IR division.
 - Viacheslav Chuk, Director of the Company.
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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 the 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 (the "**Chairman**").

Ms. Christia Lydia Kastellani, representing INTER JURA CY (SERVICES) LIMITED, the secretary of the Company, was appointed as secretary of the meeting (the "**Secretary**") to record the minutes.

The Secretary noted that, as requested by the Board of Directors, the meeting would be recorded via telecommunication means, and obtained the consent of those attending.

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 June 10, 2025.

It was noted that the notice of the present Annual General Meeting dated May 21, 2025, 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 in the competent EU authorities on May 21, 2025.

It was noted that members holding in aggregate 19 420 895 ordinary shares that constitute 77.68% of the 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 Mrs. Valentina Potapova representing herself was present in person at the registered office of the Company.

It was also noted that Mr. Oleksandr Tarchenko representing ALBACON VENTURES LTD acting on the basis of a proxy would join the meeting in person later, but because the said shareholder had also provided a second proxy to the Chairman, the meeting was quorate and the said shareholder was duly represented until then.

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

- 1) ACADIAN NON-U.S. SMALL-CAP EQUITY EXTENSION FUND, LLC
- 2) NATWEST TRUSTEE AND DEPOSITARY SERVICES LIMITED ASTRUSTEE OF ST. JAMES'S PLACE GLOBAL SMALLER COMPANIES UNIT TRUST
- 3) MISSOURI EDUCATION PENSION TRUST
- 4) 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 read out each of the items of the agenda in the Notice (the “**Agenda**”) and then considered each of the items.

1. Presentation and review of the Annual Report for the year 2024.

1.1 The Chairman noted that the Annual Report for the year 2024 that includes (i) separate and group consolidated financial statements for the year 2024, (ii) the Corporate Governance Report, (iii) the Management Report (iv) the Sustainability Statement (v) the Independent Auditors’ Report, was approved by the Board of Directors on April 22, 2025.

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

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

2. Advisory vote in relation to the Annual Remuneration Report 2024.

2.1 On this point of the Agenda, the Chairman informed the meeting that the Annual Remuneration Report for the year 2024 has been integrated into the Annual Report for the year 2024. It was made available on the Company’s website upon its approval by the Board of Directors on April 22, 2025.

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 matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **17 954 122** votes (representing 92,45% of the total votes cast, being 71,82% of the total amount of issued shares) voted in favour of the proposal.
- Members holding **1 466 773** votes (representing 7,55% of the total votes cast, being 5,87% of the total amount of issued shares) voted against.
- No Members abstained.

2.4 The Chairman concluded that the resolution was approved.

3. Confirmation of the appointment of Kreston Ioannou & Theodoulou as Company’s external auditor for the year 2024.

3.1 On this point of the Agenda, the Chairman noted that following the Resolution adopted by the Annual General Meeting of Shareholders of June 4, 2024, the Board of Directors negotiated the appointment of the Company’s external auditor and, on August 27, 2024 appointed Kreston Ioannou & Theodoulou as the Company’s external auditor for the year ending December 31, 2024.

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

3.3 The Chairman also added that the Board of Directors now seeks further confirmation of appointment of the Kreston Ioannou & Theodoulou as the Company’s external auditor for the year ending December 31, 2024.

- 3.4 The matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **19 420 895** votes (representing 100% of the total votes cast, being 77,68% of the total amount of issued shares) voted in favour of the proposal.
- No Members voted against.
- No Members abstained.

- 3.5 The Chairman concluded that the resolution was approved.

4. Authorisation of the Board of Directors for selection and appointment of the External auditor for the year 2025.

- 4.1 On this point of the 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.

- 4.2 The Chairman further informed those present that it is proposed to authorize and instruct the Board of Directors to enter into negotiations with reputable auditor firms, and depending on the 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 2025.

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

- 4.4 The matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **19 320 706** votes (representing 99,48% of the total votes cast, being 77,28% of the total amount of issued shares) voted in favour of the proposal.
- Members holding **44 564** votes (representing 0,23% of the total votes cast, being 0,18% of the total amount of issued shares) voted against.
- Members holding **55 625** votes (representing 0,29% of the total votes cast, being 0,22% of the total amount of issued shares) voted against abstained.

- 4.5 The Chairman concluded that the resolution was approved.

5. Adoption of the profit appropriation for the financial year 2024, and approval of the distribution of dividends in the amount of 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.

- 5.1 The Chairman noted that the Company's net profit for the year 2024 amounted to EUR 83,247 thousand relative to EUR 61,903 thousand for the year 2023.

- 5.2 The Board of Directors at the meeting on April 22, 2025, proposed the distribution of dividends to the Members in the amount of EUR 0.50 per share out of the profits of the Company for 2024.

- 5.3 The matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **19 420 895** votes (representing 100% of the total votes cast, being 77,68% of the total amount of issued shares) voted in favour of the proposal.
- No Members voted against.
- No Members abstained.

5.4 The Chairman concluded that the resolution was approved.

6. Approval of the changes to the Remuneration Policy of the Company.

6.1 On this point of the Agenda, the Chairman informed those present that following the recommendation of the Remuneration Committee and the approval by the Board of Directors on May 20, 2025, it was proposed to approve changes to the Remuneration Policy of the Company, which has been revised to introduce a new employee long-term incentive ("LTI") mechanism to remunerate directors and executive management through the allotment or transfer of the Company's shares, by means of allocating them to a dedicated employee benefit trust (or any other similar vehicle) to be established by the Board of Directors for the benefit of such eligible persons.

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

6.3 The matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **17 954 122** votes (representing 92,45% of the total votes cast, being 71,82% of the total amount of issued shares) voted in favour of the proposal.
- Members holding **1 466 773** votes (representing 7,55% of the total votes cast, being 5,87% of the total amount of issued shares) voted against.
- No Members abstained.

6.4 The Chairman concluded that the resolution was approved.

At that point, Mr. Tarchenko representing ALBACON VENTURES LTD joined the meeting in person.

7. Notification of the Board of Directors' Approval for the Company to Repurchase up to Five Percent (5%) of its Issued Share Capital for the Sole Purpose of Implementing the Group Employee Incentive Plan.

7.1 On this point of the Agenda, the Chairman informed the present shareholders that following the resolution passed on May 20, 2025, the Board of Directors by majority of votes resolved to approve the repurchase of up to five percent (5%) of the Company's own issued shares under a buy-back programme for the sole purpose of implementing an employee LTI scheme in accordance with the Company's revised Remuneration Policy under the following conditions:

- a) The total amount of repurchased shares shall include 529,600 shares previously acquired by the Company.
- b) The Company may hold the shares acquired under the buy-back programme for a period of up to 2 years from the date of their acquisition.
- c) The Board shall have complete discretion with respect to the implementation of the buy-back programme, subject to compliance with the applicable legal and regulatory framework and this resolution, including with respect to: launch date, prices at which the shares will be acquired, volume of shares to be acquired at each instance (which for the avoidance of doubt, shall collectively not exceed the number of shares noted above), etc.

- d) The notification to the Company's shareholders at this meeting of the resolution of the Board of Directors to approve the repurchase.
- e) The agreed total amount of Company's shares (up to 5%) to be used for the purpose of implementing an employee LTI scheme may include either the newly issued shares and/or the shares acquired by the Company before or after the approval of this Resolution.

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

8. 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.

- 8.1 On this item of the Agenda, the Chairman informed the shareholders present that following the resolution passed by the Board of Directors on May 20, 2025, the Board had resolved to approve a proposal for the issuance of new ordinary shares in the Company of up to five percent (5%) of its currently issued share capital (the "New Shares") for the sole purpose of implementing an employee long-term incentive scheme.
- 8.2 The Board of Directors had further resolved to recommend to the shareholders of the Company the proposal to disapply, pursuant to section 60B(5) of the Cyprus Companies Law, Cap. 113, any pre-emption rights otherwise applicable to the allotment of the New Shares under the Law and the Articles of Association of the Company, provided that such allotment is made exclusively for the purpose of implementing an employee incentive arrangement.
- 8.3 The matter was then put to a vote. Members present in person were asked to vote. The Chairman noted the votes and confirmed the voting result:

Voting Result:

- Members holding **17 954 122** votes (representing 92,45% of the total votes cast, being 71,82% of the total amount of issued shares) voted in favour of the proposal.
- Members holding **1 466 773** votes (representing 7,55% of the total votes cast, being 5,87% of the total amount of issued shares) voted against.
- No Members abstained.

8.4 The Chairman concluded that the resolution was approved.

The Chairman noted that all 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.

Signed

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Name: Savvas Perikleous

Chairman

Signed

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Name: Christia Lydia Kastellani

On behalf of

INTER JURA CY (SERVICES) LIMITED

Secretary