

Current report No. 12/2020  
Date: 29 May 2020

*Resolutions adopted at the Annual General Meeting of Shareholders of  
ASTARTA Holding N.V.*

The Board of Directors of ASTARTA Holding N.V. with its corporate seat in Amsterdam, the Netherlands (the "**Company**") informs that the following resolutions were adopted at the Annual General Meeting of the Company's Shareholders held on 29 May 2020 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 9 A.M. of local time.

**Resolution No. 1 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the advisory vote to approve the Remuneration Report 2019**

§1

The Annual General Meeting of Shareholders of the Company hereby casts a favorable advisory vote and approved the Remuneration report 2019.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 2 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of the annual accounts for the financial year 2019**

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to approve and adopt the annual accounts of the Company for the financial year 2019 as presented by the Board of Directors.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 3 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the approval of the language to be used for preparation of the management report and annual accounts for financial year 2020.**

§1

The Annual General Meeting of Shareholders of the Company hereby resolves that the management report and annual accounts for the financial year 2020 will be prepared in a different language than the Dutch language, being English.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 4 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding granting of discharge to the Directors for their tasks during the financial year 2019**

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to:

- (a) to grant discharge to Mr. Ivanchyk, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (b) to grant discharge to Mr. Gladky, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (c) to grant discharge to Mr. Van Campen, for all acts of management performed for and on behalf of the Company during the financial year 2019.
- (d) to grant discharge to Mr. Dahl, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.
- (e) to grant discharge to Mr. Mettetal, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.
- (f) to grant discharge to Mr. Arslan, for all acts of supervision performed for and on behalf of the Company during the financial year 2019.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 5 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of the profit appropriation for the financial year 2019.**

§1

The Annual General Meeting of Shareholders of the Company hereby resolves to adopt the net profit appropriation for the financial year 2019 as presented by the Board of Directors and to transfer the net profit in the amount of EUR 2,590,000 thousands to the Company's retained earnings and not to distribute dividends.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 6 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the appointment of a person that will be temporarily charged with the management of the Company when all Directors are absent or unable to act ("*ontstentenis of belet*")**

§1

The Annual General Meeting of Shareholders of the Company hereby appoints Mr. Valerii Sokolenko as the person that will be temporarily charged with the management of the Company in the event that all Directors are absent or unable to act.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 7 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the appointment of the Company's external auditor for the financial year 2020**

§1

The Annual General Meeting of Shareholders of the Company hereby entrusts the Board of Directors to enter into negotiations with Ernst&Young, KPMG, Deloitte & Touche, Pricewaterhousecoopers, Grant Thornton, BDO and Baker Tilly and pending the results of negotiations with these firms, to enter into an engagement with one of these accounting firms for rendering audit services for the financial year 2020.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 8 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the approval of the Company`s amended and restated Remuneration policy.**

§1

The Annual General Meeting of Shareholders of the Company hereby approves the amended and restated Remuneration policy.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 9 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of charter of the rules governing the sustainability & corporate responsibility committee**

§1

The Annual General Meeting of Shareholders of the Company hereby adopts the charter of the rules governing the sustainability & corporate responsibility committee.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 10 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the adoption of rules on external auditor independence and selection**

§1

The Annual General Meeting of Shareholders of the Company hereby adopts the rules on external auditor independence and selection.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 11 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the authorization of the Board of Directors to have the Company repurchase shares in its own capital and determining the terms for, and conditions of, such a repurchase.**

§1

The Annual General Meeting of Shareholders of the Company hereby adopts to authorize the Board of Directors to repurchase shares in the capital of the Company up to a maximum of 12,500,000 shares, being 50% of the currently issued and paid up share capital for a purchase price per share of up to PLN 125.00. Proposal to authorize that the repurchase shall take place through a broker in the open market or in one or more negotiated private transactions and/or one or more self-tender offers and is for (A) the purpose of meeting obligations arising from (i) debt financial instruments exchangeable for or convertible into equity instruments and/or (ii) employee share option programs or other allocations of shares to employees of the Company or of a group entity of the Company or (B) for resale in the open market in accordance with Dutch law and the terms of the Company's insider trading policy.

§2

This resolution comes into force on the day of its adoption.

**Resolution No. 12 of 29 May 2020**

of the Annual General Meeting of Shareholders of the Company

**regarding the delegation to the Board of Directors of the authority to issue shares, grant options and other rights to acquire shares and cancel or limit pre-emptive rights.**

§1

The Annual General Meeting of Shareholders of the Company hereby adopts to authorize the Board of Directors to (i) issue, or to grant rights to subscribe for, shares up to a maximum of 10% of the currently issued and paid up share capital and to (ii) limit or cancel any existing pre-emptive rights, all for a period of one year starting the day of the AGM, which authorization may not be withdrawn.

§2

This resolution comes into force on the day of its adoption.

During the Annual General Meeting of Shareholders, as is noted in the minutes thereof, six shareholders having approximately 0.66% of the shares present and the votes to be cast at the meeting, voted against Resolution No. 11.

No objection was raised with respect to the other Resolutions.

*Legal grounds: art. 56 Section 1 and 6 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005 (Dz.U. of 2005, No 184, item 1539) in conjunction with art. 5:25k of the Dutch Financial Supervision Act (Wet op het Financieel Toezicht).*

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

| Date:      | Name:           | Title: | Signature:      |
|------------|-----------------|--------|-----------------|
| 29-05-2020 | Viktor Ivanchyk | Proxy  | Viktor Ivanchyk |