

**Current report no. 4/2021**

**Date: 15 April 2021**

***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"), in accordance with its Articles of Association (the "Articles of Association") is pleased to inform about convening:

the Annual General Meeting of the Company's Shareholders (the "General Meeting") to be held on 28 May 2021 at J.J. Viottastraat 52, 1071 JT Amsterdam, the Netherlands, at 14:00 hours of local time.

The General Meeting agenda is as follows:

1. Opening of the General Meeting.
2. Discussion of the Management Report 2020.
3. Advisory vote to approve the Remuneration Report 2020, a copy of which is attached as Exhibit 1 to the Shareholders Circular for the Meeting (the Shareholders Circular), a copy of which is being made available to shareholders together with Convocation Notice.\*
4. Adoption of the annual accounts for the financial year 2020.\*
5. Approval of the language to be used for preparation of the management report and annual accounts for financial year 2021.\*
6. Granting discharge to the Directors for their tasks during the financial year 2020.\*
7. Proposal to pay a distribution of EUR 0.50 per share on all ordinary shares, payable in part by the appropriation of all profits for the year 2020 to the payment of such distribution, with the remainder of such distribution to be paid out of the Company's retained earnings reserve.\*
8. Appointment of person that will be temporarily charged with the management of the Company when all Directors are absent or unable to act ("ontstentenis of belet").\*
9. Appointment of the Company's external auditor for the financial year 2021.\*
10. Amendment and restatement of the Remuneration Policy, as more fully specified in Exhibit 2 to the Shareholders Circular.\*
11. Reappointment of Non-Executive Director C, Chairman of the Board of Directors.\*
12. Adoption of amendments to Annex 6.2. (resignation schedule for members of the Board of Directors of the Company) of the rules of the Board of Directors as more fully specified in Exhibit 3 to the Shareholders Circular. \*
13. Adoption of amended and restated Code of Conduct as more fully specified in Exhibit 4 to the Shareholders Circular.\*
14. 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.\*

15. Delegation to the Board of Directors of the authority to issue shares, grant options to acquire shares and cancel or limit pre-emptive rights.\*
16. Discussion of the Company's observance of the Dutch Corporate Governance Code.
17. Discussion of the Company's dividend policy.
18. Any other business.

In accordance with applicable provisions of Dutch company law and the Articles of Association, the General Meeting convening notice will be published by 15 April 2021 on the Company's website at [www.astartaholding.com](http://www.astartaholding.com).

All documents prepared for the purpose of the General Meeting, including:

- (a) the General Meeting agenda,
- (b) the Company's Annual Report containing the report of the Board of Directors, the annual accounts for the financial year 2020 and the auditor's report,
- (c) Remuneration Report 2020 (also attached as Exhibit 1 to the Shareholders Circular),
- (d) the Shareholders' Circular,
  - Exhibit 1,
  - Exhibit 2,
  - Exhibit 3,
  - Exhibit 4.
- (e) a description of the proxy-voting procedure at the General Meeting through a Director, the form of a power of attorney together with draft voting instructions, including:
  - Important information,
  - Confirmation form,
  - Proxy.

will be posted on the Company's website at [www.astartaholding.com](http://www.astartaholding.com).

Additionally, hardcopies of the above-mentioned documents will be available to shareholders for review at the Company's offices in the Netherlands in Amsterdam at Jan van Goyenkade 8, 1075 HP Amsterdam at least 42 days prior to the General Meeting until the date of the General Meeting.

Detailed information on the General Meeting, including information on the proxy voting procedure will have been posted at the Company's website: [www.astartaholding.com](http://www.astartaholding.com) by 15 April 2021.

Shareholders are advised that they should read carefully all the information relating to the General Meeting which will be available at the Company's website: [www.astartaholding.com](http://www.astartaholding.com) and are kindly asked to address all queries with respect to the General Meeting to the Board of Directors at the following addresses:

LLC Firm "Astarta-Kyiv"  
Astarta Business Center, 9th floor  
58 Yaroskavskaya Street  
04071 Kyiv  
Ukraine  
Fax: +38 044 585-94-03  
email: [denys.dutchak@astarta.ua](mailto:denys.dutchak@astarta.ua)

ASTARTA Holding N.V.  
Jan van Goyenkade 8  
1075 HP Amsterdam  
the Netherlands  
Fax: +31 20 673 03 42  
email: [denys.dutchak@astarta.ua](mailto:denys.dutchak@astarta.ua)

with a notice: the General Meeting of ASTARTA Holding N.V.

*Legal grounds: Art.56.1 of the Law dated July 29, 2005 on Public Offerings, Admission of Financial Instruments to Regulated Trading and On Public Companies.*

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

Date:	Name:	Title:	Signature:
15-04-2021	Viktor Ivanchyk	Proxy	Viktor Ivanchyk