

Date: 29 July 2016

Information on partial non-compliance with the Best Practice for GPW Listed Companies 2016

The Board of Directors of ASTARTA Holding N.V. (the “Company”) hereby informs about the Company’s partial non-compliance with the Best Practice for GPW Listed Companies 2016 (“WSE Corporate Governance Rules”).

The Company intended to observe all of the WSE Corporate Governance Rules, however some principles were observed only partially. Moreover, certain principles have applied to the Company accordingly, with due observance of Dutch corporate law and the Company's corporate structure, especially the single board structure as opposed to the two-tier system that the WSE Corporate Governance Rules assume. The Company does not have two separate governing bodies (supervisory board and management board) which are obligatory in Polish joint stock companies. Instead, the board of directors of the Company (the “Board of Directors”) performs both the management and supervisory functions. As a result, the Company has applied those principles of the WSE Corporate Governance Rules which refer to relations between supervisory board and management board not directly, but accordingly. In all cases, the Company has endeavored to create procedures maintaining the spirit of all principles applied accordingly. Therefore, the Company is of an opinion that it has complied with the rules of the WSE Corporate Governance Rules that refer to relations between supervisory board and management board or to the functioning of those bodies.

The Company is registered under Dutch law, and although it has intended to comply with all of the WSE Corporate Governance Rules, two of them were observed only partially, subject to provisions of Dutch law. This is as follows:

I. Disclosure Policy, Investor Communications

I.Z.1.15. *information about the company’s diversity policy applicable to the company’s governing bodies and key managers; the description should cover the following elements of the diversity policy: gender, education, age, professional experience, and specify the goals of the diversity policy and its implementation in the reporting period; where the company has not drafted and implemented a diversity policy, it should publish the explanation of its decision on its website.*

The Company does not have Diversity policy, as the separate document, however since 2007 year the Company has adopted Rules of the Board of Directors, which include Profile of the Board of Director, Resignation schedule for members of the Board of Directors and other documents regulting the Board of Directors’ composition, decision making process, working method, allocation of powers and general functioning. Corporate documents of the Company don’t contain the information in respect of gender or age requirements to members of the Board of Directors as the main principles in engagement of Directors are their qualifications, experiance and compliance with the independence criteria and principles of their past and current activity in other companies. The Company has consistently applied a policy whereby governing and managerial positions are filled by competent, creative individuals possessing the necessary experience and education.

II. Management Board, Supervisory Board

II.Z.3. *At least two members of the supervisory board should meet the criteria of being independent referred to in principle II.Z.4. and II.Z.4. Annex II to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board applies to the independence criteria of supervisory board members.*

Irrespective of the provisions of point I(b) of the said Annex, a person who is an employee of the company or its subsidiary or affiliate or has entered into a similar agreement with any of them cannot be deemed to meet the independence criteria. In addition, a relationship with a shareholder precluding the independence of a member of the supervisory board as understood in this principle is an actual and significant relationship with any shareholder who holds at least 5% of the total vote in the company.

There is only one governing body in the Company, the Board of Directors comprising both Executive and Non-Executive Directors, which fulfills the duties respectively, both of a Polish-style management board and supervisory board. According to the Articles of Association (Article 12.3), at least half of the Non-Executive Directors have to be independent and if the Company has a shareholder holding shares carrying more than fifty per cent (50%) of all voting rights, then the Board of Directors should have at least two independent Non-Executive Directors.

Pursuant to the Articles of Association such independent Non-Executive Director may therefore not be:

- a. an officer, employee or agent of the company;

- b. a director, officer, employee or agent of any affiliated company or enterprise;
- c. a shareholder holding more than one per cent (1%) of all voting right in the company;
- d. a director, officer, employee or agent of any shareholder holding more than one per cent (1%) of all voting right in the company.

Currently there is one independent Non-Executive Director in the Board of Directors. The Company believes that due to its single board structure, it is not necessary to appoint more independent Non-Executives Directors. The present composition of the Board of Directors allows protecting properly interests of both minority and majority shareholders and ensures the transparency in functioning. However, if the Company considers that protection of shareholders' interests is not sufficient, another independent member of the Board of Directors will be immediately recommended to be appointed.

II.Z.5. *Each supervisory board member should provide the other members of the supervisory board as well as the company's management board with a statement of meeting the independence criteria referred to in principle II.Z.4.*

The Company has a one-tier board structure, managerial and supervisory duties are joined by the Board of Directors consisting of Executive and Non-Executive Directors. Non-Executive Directors perform supervising duties. Subject to Rules of the Board of Directors, at least fifty per cent (50%) of the total number of Non-Executive Directors shall be independent in the meaning provided in the Articles of Association of the Company. If the Company has a shareholder holding shares carrying more than fifty per cent (50%) of all voting rights at the General Meeting, then the Board of Directors shall consist of at least two independent Non-Executive Directors. As there are no shareholders holding more than fifty per cent (50%), the Company has one independent Non-Executive Director. The information in respect of profile of the Non-Executive Directors and their activity is set in corporate governance report which is the part of the annual report.

II.Z.10.2. *a report on the activity of the supervisory board containing at least the following information:*

- full names of the members of the supervisory board and its committees;
- supervisory board members' fulfilment of the independence criteria;
- number of meetings of the supervisory board and its committees in the reporting period;
- self-assessment of the supervisory board.

The Company has a one-tier board structure, there are Executive and Non-Executive Directors in the Board of Directors of the Company. The information in respect of the Non-Executive Directors and their activity is set in corporate governance report which is the part of the annual report.

IV. General Meeting, Shareholder Relations

IV.R.2. *If justified by the structure of shareholders or expectations of shareholders notified to the company, and if the company is in a position to provide the technical infrastructure necessary for a general meeting to proceed efficiently using electronic communication means, the company should enable its shareholders to participate in a general meeting using such means, in particular through:*

- 1) *real-life broadcast of the general meeting;*
- 2) *real-time bilateral communication where shareholders may take the floor during a general meeting from a location other than the general meeting;*
- 3) *exercise of the right to vote during a general meeting either in person or through a plenipotentiary.*

The corporate documents of the Company provide that all the meetings take place where the company's registered office is situated, in the municipality Haarlemmermeer (Shiphol) or any other place within the Netherlands agreed upon by the Board of Directors. In a meeting held elsewhere, valid resolutions can only be taken if the entire issued capital is represented. The Company however supports its shareholders to exercise their voting rights by authorizing the company's proxies who are bound by instruction or a third party.

Legal grounds: § 29 par. 3 of the Warsaw Stock Exchange Rules

SIGNATURES OF INDIVIDUALS AUTHORIZED TO REPRESENT THE COMPANY:

Date:	Name:	Title:	Signature:
29-07-2016	Viktor Ivanchyk	Proxy	