

Date: 28 July 2011

### **Information on non-compliance with the WSE corporate governance rules**

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

The Company intended to observe all of the WSE Corporate Governance Rules, however two 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:

#### **III. Best Practice for Supervisory Board Members**

##### **Rule 6:**

*At least two members of the Supervisory Board should meet the criteria of being independent from the company and entities with significant connections with the company. The independence criteria should be applied under Annex II to the 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. Irrespective of the provisions of point (b) of the said Annex, a person who is an employee of the company or an associated company cannot be deemed to meet the independence criteria described in the Annex. In addition, a relationship with a shareholder precluding the independence of a member of the Supervisory Board as understood in this rule is an actual and significant relationship with any shareholder who has the right to exercise at least 5% of all votes at the General Meeting.*

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. That composition of the Board of Directors allowed protecting properly interests of both minority and majority shareholders and ensured 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 appointed.

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 appointed.

**IV. Best Practices of Shareholders**

**Rule 10:**

*A company should enable its shareholders to participate in a General Meeting using electronic communication means through:*

- 1. real-life broadcast of General Meetings;*
- 2. real-time communication where shareholders may take the floor during a General Meeting from a location other than the General Meeting;*
- 3. exercise their 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: |
|------------|-----------------|--------|------------|
| 28-07-2011 | Viktor Ivanchyk | Proxy  | Signed     |