

## OVOSTAR UNION PUBLIC COMPANY LIMITED

22 leorotheou Street, 4th Floor, 2028 Strovolos, Nicosia, Cyprus

Tel: +380504390505

Email: [a.tews@ovostar.ua](mailto:a.tews@ovostar.ua)

HE391687

Share capital: EUR 225,000

### OVOSTAR UNION PUBLIC COMPANY LIMITED (the "Company")

#### **NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of the shareholders of the Company will be held at 24 Gladstonos Street, The Hawk Building, 2nd Floor Office, 3032 Limassol, Cyprus, on 7th June, 2019 at 10:00 a.m. local time, with the following agenda:

1. Presentation, review and approval of the Financial Statements of the Company for the financial year ended 31<sup>st</sup> December 2018, and the independent auditors' report of the Company upon those financial statements.
2. Declaration of a final dividend for the year ended 31 December 2018, in the amount, equivalent to the EURO 1 per ordinary share to be paid to all members of the Company. The last cum date in relation to which the shares of the Company will be traded with a right to participate in the dividend distribution will be 08 July 2019 (last cum date: 08 July 2019). From 09 July 2019 the shares of the Company will be traded without the right to a dividend (ex-dividend date: 09 July 2019). The beneficiaries of the dividend will be the investors who will on 10 July 2019 will be included in registry of members of the Company provided by the Warsaw Stock Exchange (record date: 10 July 2019). The payment date will be not later than 26 July 2019. Payment will be made in US dollars.
3. Re-appointment of the members of the Board of Directors of the Company for the financial year 2019 and determination of their remuneration for 2019, namely:
  - a) Mr. Borys Bielikov, executive Director, (Chief Executive Officer);
  - b) Mr. Vitalii Veresenko, executive Director;
  - c) Mr. Sergii Karpenko, non-executive Director.
4. Appointment of Mr. Karen Arshakyan as member of the Board of Directors, non-executive Director of the Company.
5. Discharging all directors of the Company from all acts of management and any liability with respect thereto during the financial year ending 31 December 2018.

6. Re-appointment of the independent auditors, Messrs Baker Tilly, of the Company for the Financial Year 2019, and authorization to the Board of Directors to fix their remuneration for the year 2019.
7. Any other matter, that may, according to the Company's Articles of Association, be discussed at the Annual General Meeting.

**Dated:** 16<sup>th</sup> May, 2019



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Pavlos Symeonides

For and on behalf of INTER JURA CY (SERVICES) LIMITED

Secretary

## Notes to the Notice of the Annual General Meeting

### ENTITLEMENT TO PARTICIPATE IN THE MEETING

(1) Any person appearing as a member in the register of members of the Company on the record date (a "Member") is entitled to attend the Meeting. The record date for determining the right to attend the Meeting is 24 May, 2019. Any member, who wishes to attend the Meeting, whose securities accounts are maintained with authorised financial intermediates, should request a registered depository certificate therefrom evidencing their shareholding in the Company at the record date. An original registered depository certificate evidencing shareholding in the Company on the record date, must be deposited at the registered office of the Company (22 Ierotheou Street, 4<sup>th</sup> Floor, Strovolos, 2028 Nicosia, Cyprus) or sent by an electronic message to Anna Tews at [a.tews@ovostar.ua](mailto:a.tews@ovostar.ua) **at least 48 hours before the time of the Meeting.**

(2) A Member of the Company entitled to attend at the Meeting is entitled to appoint one or more proxies to attend and, where applicable, vote instead of him/her. Such proxy need not be a Member of the Company.

Joint holders may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

(3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.

(4) The instruments for appointing a proxy are available on the Company's website ([https://ovostar.ua/en/ipo/general\\_information/general\\_meetings/](https://ovostar.ua/en/ipo/general_information/general_meetings/)). The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarially certified copy of such power of authority) at the registered office of Company (22 Ierotheou Street, 4<sup>th</sup> Floor, Strovolos, 2028 Nicosia, Cyprus) or sent by an electronic message to Anna Tews [a.tews@ovostar.ua](mailto:a.tews@ovostar.ua) **at least 48 hours before the time of the Meeting.**

Members are urged to confirm that the proxy form has been received by calling Anna Tews on (+380504390505) or by email at [a.tews@ovostar.ua](mailto:a.tews@ovostar.ua).

(5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

#### Correspondence voting

A shareholder may vote by correspondence in the following way: the shareholder should complete and sign the form of proxy indicating his choices and appoint as his/her proxy the Chairman of the Annual General Meeting. In such a case, the Chairman will vote at the poll in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her proxy the Chairman of the Annual General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the shareholder as the Chairman wishes.



- (6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.
- (7) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.
- (8) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.
- (9) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.
- (10) Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority is determined by the order in which the names stand in the Company's register of members.
- (11) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her in respect of shares he/she holds in the Company have been paid.
- (12) The articles of association of the Company do not provide for participation in the Meeting by electronic means or voting by correspondence without the Member, attending the Meeting in person or by proxy at the place where the Meeting is held.

#### **VOTING PROCEDURES**

- (13) Resolutions put to the vote at the Meeting shall be decided by poll.
- (14) A poll demanded by the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn.
- (15) On a poll every Member present in person or by proxy has one vote for each share of which he is the holder or he represents. On a poll a Member entitled to more than one vote need not use all of his/her votes or cast all the votes he/she uses in the same way.

- (16) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who are present in person or by proxy. The chairman of the Meeting does not have a second or casting vote.

## STATUTORY RIGHTS OF MEMBERS

- (17) Pursuant to section 127B of the Companies Law, Cap. 113 as amended (the “**Companies Law**”), Member(s), holding at least 5 per cent of the Company’s issued share capital representing at least 5 per cent of the Company’s voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.
- (18) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company in hard copy or electronically at the addresses indicated below **at least 42 days prior to the relevant meeting**.

Address for delivery of request in hard copy:

The Secretary  
OVOSTAR UNION PUBLIC COMPANY LIMITED  
1 Lampousas Street  
1095 Nicosia  
Cyprus

Address for delivery of request in electronic format: [info@chrysostomides.com.cy](mailto:info@chrysostomides.com.cy)

- (19) In the event of receipt of any such request, the Company shall revise the proposed agenda accordingly and make the revised agenda available on its website at [https://ovostar.ua/en/ipo/general information/general meetings/](https://ovostar.ua/en/ipo/general-information/general-meetings/).
- (20) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company’s website in the form of “Questions and Answers” or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.

- (21) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraphs (18) and (19) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company **at least 4 working days before the Meeting**. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

#### **OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS**

- (22) As at 16 May 2019, the total issued share capital of the Company is EUR 60,000.00 divided into 6.000.000 ordinary shares of EUR 0.01 each. Ordinary shares carry one voting right each.
- (23) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting, the form of the instrument to be used for the appointment of a proxy and the annual report of the Company for the year ended 31 December 2018 (comprising of the audited consolidated and separate financial statements of the Company and the auditors' report) are available on the Company's website at [https://ovostar.ua/en/ipo/general\\_information/general\\_meetings/](https://ovostar.ua/en/ipo/general_information/general_meetings/) as from 16 May 2019. Hard copies may also be collected from the Company's Registered Office.



**OVOSTAR UNION PUBLIC COMPANY LIMITED**

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HE391687

Share capital: EUR 225,000

**OVOSTAR UNION PUBLIC COMPANY LIMITED (the "Company")**

**FORM OF PROXY**

To: OVOSTAR UNION PUBLIC COMPANY LIMITED

Address: 22 leorotheou Street, 4th Floor, 2028 Strovolos, Nicosia, Cyprus

I/We.....  
.....,

of .....

with I.D. No. / Registration No. ...., being a member/s of OVOSTAR UNION PUBLIC COMPANY LIMITED,

hereby appoint

.....,

of

.....,

with I.D. No. / Registration No.

.....,

or failing him/her/it,

.....,

of

.....,

with I.D. No. / Registration No.

.....,

as my/our proxy to vote on my/our behalf at the **Annual General Meeting** of OVOSTAR UNION PUBLIC COMPANY LIMITED, to be held at 24 Gladstonos Street, The Hawk Building, 2nd Floor Office, 3032 Limassol, Cyprus, on 7th June, 2019 at 10:00 a.m. local time, and at any adjournment thereof.

My/our proxy is authorised to vote as such proxy thinks fit, unless the method of voting is indicated below.

**Indication of manner  
of voting**

1.	Approval of the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> December 2018, and the independent auditors' report of the Company upon those financial statements.	For: ..... Against: ..... Abstain: .....
2.	Declaration of a final dividend for the year ended 31 December 2018, in the amount, equivalent to the EURO 1 per ordinary share to be paid to all members of the Company on. The payment date will be not later than 26 July 2019. Payment will be made in US dollars.	For: ..... Against: ..... Abstain: .....
3.	Approval of the re-appointment of executive director (Chief Executive Officer), Mr. Borys Bielikov, of the Company.	For: ..... Against: ..... Abstain: .....
4.	Approval of the re-appointment of executive director, Mr. Vitalii Veresenko, of the Company.	For: ..... Against: ..... Abstain: .....
5.	Approval of the re-appointment of non-executive director, Mr. Sergii Karpenko, of the Company and determination of his remuneration to be set by the Company at another general meeting.	For: ..... Against: ..... Abstain: .....
6.	Approval of the appointment of Mr. Karen Arshakyan as member of the Board of Directors, non-executive Director.	For: ..... Against: ..... Abstain: .....



7.	Discharge of all directors of the Company from all acts of management and any liability with respect thereto during the financial year ending 31 December 2018.	For: ..... Against: ..... Abstain: .....
8.	Re-appointment of the independent auditors, Messrs Baker Tilly, as the auditors of the Company for the Financial Year 2019 and authorization to the Board of Directors to fix their remuneration for the year 2019.	For: ..... Against: ..... Abstain: .....

Please note that in case more than one option (For, Against, Abstain) is selected in respect of each item to be voted for, that vote will be null and void.

Date.....

Shareholder's Signature.....

Communication details of shareholder: Tel.....

Fax.....

Communication details of proxy: Tel.....

Fax.....

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- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his/her behalf. The proxy need not be a member of OVOSTAR UNION PUBLIC COMPANY LIMITED and it can be a natural or legal person. A legal person appointed as proxy shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the meeting. Members and/or their proxies who will attend the Meeting are requested to carry with them their identity card or other proof of identification.
  - The Instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, it must be under seal or signed by an officer or a duly authorised attorney of the corporation.
  - The signed form of proxy (and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) must be received at the Registered Office of OVOSTAR UNION PUBLIC COMPANY LIMITED, at 22 Ieorotheou Street, 4th Floor, 2028 Strovolos, Nicosia, Cyprus, not later than 48 hours before the time appointed for holding the meeting.
  - The record date for determining the right to attend and vote at the meeting is **May 24, 2019**.
  - Members are urged to confirm that proxy forms sent to the Company have been duly received by calling Anna Tews on +380504390505 or emailing [a.tews@ovostar.ua](mailto:a.tews@ovostar.ua).
  - Individuals appointed as representatives of proxies who are legal persons are required to carry with them a certified copy of the resolution from which they derive their authority.
  - Correspondence voting: A shareholder may vote by correspondence in the following way: The shareholder should complete and sign the form of proxy indicating his choices and appoint as his/her proxy the Chairman of the Annual General Meeting. In such a case, the Chairman will vote at the poll in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her proxy the Chairman of the Annual

General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the shareholder as the Chairman wishes.

- In the case of joint holders, they may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.