

**EXPLANATORY NOTES TO THE AGENDA**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of OVOSTAR UNION N.V.**

The Board of Directors of Ovostar Union N.V., with its corporate seat in Amsterdam, the Netherlands (the “**Company**”), acting pursuant to the Articles of Association of the Company (“**Articles of Association**”), has convened the Company’s Extraordinary General Meeting of Shareholders to be held on 29 August 2018 at 2.00 P.M. local time (CET) at Claude Debussylaan 54, 1082 MD Amsterdam, the Netherlands (the “**Meeting**”).

These explanatory notes include facts and circumstances relevant to the shareholders of the Company with respect to items on the Meeting agenda that require to be voted upon.

All documents prepared for the purpose of the Meeting, including: (a) the Meeting agenda, (b) the explanatory notes to the Meeting agenda and (c) all (draft) documents submitted to the Meeting for approval, ratification and/or adoption and draft resolution to be taken, are available free of charge at the Company’s offices in the Netherlands (Jan van Goyenkade 8, 1075HP Amsterdam, the Netherlands, tel. +31206731090 – between 9 A.M. and 5 P.M. local time (CET) on working days) and also on the Company’s website: <http://ovostar.ua/>

**Resolution 1**

With respect to item 3 of the Agenda: Adoption of the proposal of the Board to transfer the Company’s corporate seat from Amsterdam, the Netherlands, to Nicosia, Cyprus, and register under the name Ovostar Union Public Company Limited and to convert the legal form of the Company from a public company organized under the laws of the Netherlands to a public company limited by shares organized under the laws of Cyprus (the **Proposal**).

Proposal to transfer the Corporate seat of the Company from Amsterdam, the Netherlands to Nicosia, Cyprus, and register under the name Ovostar Union Public Company Limited and to convert the legal form of the Company from a public company organized under the laws of the Netherlands to a public company limited by shares organized under the laws of Cyprus.

*Explanation*

The board of managing directors of the Company (the “**Board**”) wishes to migrate the Company to Cyprus and in connection therewith to transfer the corporate seat of the Company from Amsterdam, the Netherlands to Nicosia, Cyprus (the “**Migration**”). In order to effectuate the Migration the legal form of the Company needs to be converted from a Dutch public company to a public company limited by shares organized under the laws of Cyprus.

In connection with the Migration the Board has drawn up a migration plan (the “**Migration Plan**”) describing, amongst other things, the timeline of the transfer of the Company’s corporate seat to Cyprus, protection of shareholders and protection of creditors of the Company. The Migration Plan was filed with the Trade Register of the Chamber of Commerce on June 21, 2018. Filing of the Migration Plan has been announced in Trouw, a Dutch daily distributed newspaper and in the State Gazette on June 25, 2018. The Board also prepared a management report explaining and justifying the legal and economic aspects of the Migration and indicating the consequences thereof for shareholders, creditors and employees (the “**Management Report**”).

The Migration Plan and Management Report are attached to these explanatory notes as Annex I and Annex II respectively.

## **Resolution 2**

With respect to item 4 of the Agenda: Adoption of new Memorandum and Articles of Association of the Company, drafted in compliance with the laws of Cyprus.

Proposal to adopt new Memorandum and Articles of Association of the Company, drafted in compliance with the laws of Cyprus.

### *Explanation*

In order to effectuate the Migration the legal form of the Company must be converted from a public company organized under the laws of the Netherlands to a public company limited by shares organized under the laws of Cyprus, and the corporate seat of the Company must be changed to Nicosia, Cyprus. Currently the Company is subject to Dutch laws and a notarial deed of conversion and adoption of new Memorandum and Articles of Association is required to effectuate the Migration. The Memorandum and Articles of Association of the Company will be brought in line with Cyprus laws. The adoption of the new Memorandum and Articles of Association will be effective once the application of the Company to be registered at the Cyprus Registrar of Companies as a continuing company is approved.

The draft amendment to the memorandum and the articles of association drawn up by Baker & McKenzie Amsterdam N.V. is attached to these explanatory notes as Annex III.

## **Resolution 3**

With respect to item 5 of the Agenda: Adoption of decision for appointment of Directors, Secretary and authorized representative of the Company upon its registration in Cyprus as a continuing company.

Proposal to appoint Directors, Secretary and authorized representative of the Company upon its registration in Cyprus as a continuing company.

### *Explanation*

The following persons will be appointed as Directors: Vitalii Veresenko, Borys Bielikov, Marcus Mattheus Lucas Joannes van Campen and Sergii Karpenko

The following person will be appointed as Secretary: Michael Stylianou

The following person will be appointed as authorized representative: Georgios Ioannou

## **Resolution 4**

With respect to item 6 of the Agenda: Adoption of decision for the new registered office address of the Company upon its registration in Cyprus as a continuing company.

Proposal to use the following address as the Company's registered office address upon its registration in Cyprus as a continuing company: 22 Ierotheou Street, Strovolos, Nicosia 2028, Cyprus.

## **Resolution 5**

With respect to item 7 of the agenda: granting of a power of attorney to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V.

Proposal to grant a power of attorney to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V. (the "**Attorney**"), jointly as well as individually, to execute and sign the notarial deed of amendment to the memorandum and the articles of association and to perform all acts and to sign all instruments and resolutions, and to make the necessary filings, which the Attorney deems reasonably necessary in connection with the Migration.

*Explanation*

A power of attorney will be granted to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V. in order for Baker & McKenzie Amsterdam N.V. to be able to execute the notarial deed of amendment to the memorandum and the articles of association (item 4 of the agenda).

Amsterdam, 18 July 2018

The Board of Directors

Ovostar Union N.V.

Annex I  
Migration Plan

Annex II

Management Report

## Annex III

Draft amendment to the memorandum and the articles of association