



## Sprawozdanie z Walnego Zgromadzenia Akcjonariuszy

**Spółka: MILKILAND N.V.**

**Rodzaj walnego zgromadzenia: zwyczajne**

**Data, na którą walne zgromadzenie zostało zwołane: 30 czerwca 2017 roku**

**Liczba głosów jakimi fundusz dysponował na walnym zgromadzeniu: 2.000.000**

<b>Uchwały głosowane na Walnym Zgromadzeniu Akcjonariuszy</b>	<b>Sposób głosowania</b>
<p>8. Re-appointment of members of the Board of Directors.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to appoint and re-appoint certain members of the Board of Directors, which will all be put to a vote separately.</p> <p>d. Re-appointment of Mr. George Christopher Logusch as non-executive director of the Board of Directors</p> <p>The chairman noted that the fourth proposal is the proposal to re-appoint Mr. George Christopher Logusch as non-executive director of the Board of Directors as of the date of the AGM, for another one year period ending at the close of the annual general meeting of shareholders to be held in 2018. The remuneration of Mr. G.C. Logusch shall be in accordance with the remuneration policy of the Company.</p> <p>Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in favour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 abstentions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<b>WSTRZYMAŁ SIĘ</b>
<p>Re-appointment of members of the Board of Directors.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to appoint and re-appoint certain members of the Board of Directors, which will all be put to a vote separately.</p> <p>e. Appointment of Mr. Pavlo Sheremeta as non-executive director of the Board of Directors</p> <p>The chairman noted that the fifth proposal is the proposal to appoint Mr. Pavlo Sheremeta as non-executive director of the Board of Directors as of the date of the AGM, for one year period ending at the close of the annual general meeting of shareholders to be held in 2018. The remuneration of Mr. Pavlo Sheremeta shall be in accordance with the remuneration policy of the Company.</p> <p>Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in favour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 abstentions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<b>WSTRZYMAŁ SIĘ</b>
<p>Re-appointment of members of the Board of Directors.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to appoint and re-appoint certain members of the Board of Directors, which will all be put to a vote separately.</p> <p>c. Re-appointment of Mr. Vyacheslav Rekov as non-executive director of the Board of Directors</p> <p>The chairman noted that the third proposal is the proposal to re-appoint Mr. Vyacheslav Rekov as non-executive director of the Board of Directors, member of Audit Committee as of the date of the AGM, for another one year period ending at the close of the annual general meeting of shareholders to be held in 2018. The remuneration of Mr. V. Rekov shall be in accordance with the remuneration policy of the Company.</p> <p>Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the</p>	<b>WSTRZYMAŁ SIĘ</b>

<p>chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	
<p>Re-appointment of members of the Board of Directors.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to appoint and re-appoint certain members of the Board of Directors, which will all be put to a vote separately.</p> <p>b. Re-appointment of Mr. Willem Scato van Walt Meijer as non-executive director of the Board of Directors</p> <p>The chairman noted that the second proposal is the proposal to re-appoint Mr. Willem Scato van Walt Meijer as non-executive director of the Board of Directors, Head of Audit Committee as of the date of the AGM, for another one year period ending at the close of the annual general meeting of shareholders to be held in 2018. The remuneration of Mr. Willem Scato van Walt Meijer shall be in accordance with the remuneration policy of the Company.</p> <p>Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>WSTRZYMAŁ SIĘ</b></p>
<p>8. Re-appointment of members of the Board of Directors.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to appoint and re-appoint certain members of the Board of Directors, which will all be put to a vote separately.</p> <p>a. Re-appointment of Mr. Oleg Rozhko as non-executive director of the Board of Directors</p> <p>The chairman noted that the first proposal is the proposal to re-appoint himself, Mr. Oleg Rozhko as non-executive director of the Board of Directors, Chairman of the Board as of the date of the AGM, for another one year period ending at the close of the annual general meeting of shareholders to be held in 2018. The remuneration of Mr. O. Rozhko shall be in accordance with the remuneration policy of the Company.</p> <p>Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>WSTRZYMAŁ SIĘ</b></p>
<p>9. Approval of division of duties and responsibilities among the members of the Board of Directors within the meaning of article 13.4 of the Company's articles of association.</p> <p>The chairman addressed the next item, being the proposal to approve the division of duties and responsi-bilities among the members of the Board of Directors as attached to the explanatory notes to the agenda.</p> <p>Before the item was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>WSTRZYMAŁ SIĘ</b></p>
<p>7. (a) Delegation to the Board of Directors of the power to resolve to issue shares and/or to grant rights to subscribe for shares and (b) Delegation to the Board of Directors of the power to resolve to restrict or exclude pre-emptive rights.</p> <p>The chairman noted that the next item on the agenda comprises the proposals to (a) delegate to the Board of Directors the authority to issue shares comprised in the Company's authorised share capital under the Company's articles of association, as amended from time to time, and/or to grant rights to subscribe for such shares, with the understanding that this authority is limited to 10% of the issued share capital of the Company at the date of the AGM, plus an additional 10% of the issued share capital of the Company at the date of the AGM in connection with or on the occasion of mergers and acquisitions and (b) delegate to the Board of Directors the</p>	<p><b>PRZECIW</b></p>

<p>authority to restrict or exclude pre-emptive rights in respect of such issue of shares and rights to subscribe for shares, all for a period of eighteen (18) months from the date of the AGM. The chairman noted that there is no current intention to use this authority and that the proposals would be put to a vote separately.</p> <p>Before these items were put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to these proposals.</p> <p>a. Delegation to the Board of Directors of the power to resolve to issue shares and/or to grant rights to subscribe for shares.</p> <p>Since there were no questions, the chairman put the proposal to delegate to the Board of Directors the power to resolve to issue shares and/or to grant rights to subscribe for shares to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, 2,000,000 votes had been cast against the proposal and that there were no absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p> <p>b. Delegation to the Board of Directors of the power to resolve to restrict or exclude pre-emptive rights.</p> <p>The chairman then put the proposal to delegate to the Board of Directors the power to resolve to restrict or exclude pre-emptive rights to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, 2,000,000 votes had been cast against the proposal and that there were no absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	
<p>6. Authorisation of the Board of Directors to repurchase shares.</p> <p>The chairman informed the meeting that the next agenda item is the proposal to authorize the Board of Directors to repurchase shares. The chairman noted that under Article 6, paragraph 2 of the articles of association of the Company, the Company may, subject to certain Dutch statutory provisions, repurchase up to fifty percent (50%) of the Company's issued share capital. The general meeting of shareholders of the Company may authorise the Board of Directors to repurchase shares in the Company's issued share capital, which authorisation shall be valid for no more than 18 months.</p> <p>The chairman informed the meeting that it is proposed to authorize the Board of Directors for a period of 18 months, with effect from the date of the AGM, to acquire for the Company as many of its own shares as is permitted by the Company's articles of association and Dutch law, whether through the stock ex-change or by other means, for a price that is between an amount equal to nil and an amount which is not higher than 10% above the opening price of the Company's shares quoted on the Warsaw Stock Exchange on the day of acquisition, or, should such a quotation not exist, the last previous quotation on the Warsaw Stock Exchange.</p> <p>Before the item was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, 2,000,000 votes had been cast against the proposal and that there were no absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>PRZECIW</b></p>
<p>5. Appointment of the external auditor as referred to in section 2:393 of the Dutch Civil Code for the financial year 2017.</p> <p>The chairman addressed the next item on the agenda, being the proposal to entrust the Board of Directors to enter into negotiations with the audit firms with high level of reputation and qualification and depend-ing on the results of such negotiations to appoint one of these firms as the Company's external auditor on the proposal of the Audit Committee and with the affirmative votes of all Non-Executive Directors and to enter into an engagement with the appointed auditor to render audit services for the financial year 2017.</p> <p>Before the item was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that 24,536,388 votes had been cast in fa-vour of the proposal, zero votes had been cast against the proposal and that there were 2,000,000 absten-tions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>WSTRZYMAŁ SIĘ</b></p>

<p>4. Granting of discharge to the members of the Board of Directors during the financial year 2016.</p> <p>The chairman noted that the next item on the agenda is the proposal to discharge the members of the Board of Directors of the Company in respect of their tasks during the financial year 2016. Such discharge only applies to matters that are disclosed in the annual accounts for the financial year 2016 or have otherwise been disclosed to the general meeting of shareholders prior to the resolution to discharge the members of the Board of Directors.</p> <p>Before the item was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that all (26,536,388) votes had been cast in favour of the proposal, zero votes had been cast against the proposal and that there were no abstentions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>ZA</b></p>
<p>b. adoption of the annual accounts for the financial year 2016.</p> <p>The chairman continued with the next sub-item on the agenda, being the adoption of the annual accounts for the financial year 2016. The chairman noted that the Board of Directors has prepared the statutory annual accounts for the financial year 2016 and that in accordance with section 101, Book 2 of the Dutch Civil Code, these accounts must be adopted by the general meeting of shareholders.</p> <p>The chairman indicated that, according to Dutch law, the shareholders have the right to ask questions to the auditor before the adoption of the annual accounts. Therefore the chairman invited Cees Alblas and Ruben Willems, partners of BDO Audit &amp; Assurance B.V., to answer the shareholder's questions and to demonstrate the presentation on their audit of the Company's annual accounts for the financial year 2016.</p> <p>After the presentation by Mr. Willems, the chairman asked if anyone would like to ask questions regarding this item.</p> <p>After Mr. Willems having addressed certain questions and following a brief discussion, the chairman thanked BDO Audit &amp; Assurance B.V. for their services the past years and proceeded with the proposal to adopt the annual accounts for the financial year 2016 and put the proposal to a vote.</p> <p>After all votes were cast and counted, the chairman recorded that all (26,536,388) votes had been cast in favour of the proposal, zero votes had been cast against the proposal and that there were no abstentions, following which the chairman recorded that the proposal has been adopted and concluded this agenda item.</p>	<p><b>ZA</b></p>