

**DRAGON-UKRAINIAN PROPERTIES & DEVELOPMENT PLC (“the Company”)**

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD AT 2<sup>ND</sup> FLOOR, ST MARY’S COURT, 20 HILL STREET, DOUGLAS, ISLE OF MAN, IM1 1EU ON 27<sup>TH</sup> JUNE 2018 AT 11:00am**

**PRESENT:** Mr Mark Iwashko (Chairman) – as proxy for the following Shareholders:

Nortrust Nominees Limited  
Euroclear Nominees Limited <EOC01>  
Mrs Marcelle Thomas & Mr Richard Guy Thomas <DELTAONE>  
Mr Richard Guy Thomas & Mrs Thalia Jane Thompson <DELTATWO>  
Mrs Marcelle Thomas & Mr Richard Guy Thomas <OSCARONE>  
Mr Richard Guy Thomas & Mrs Thalia Jane Thompson <OSCARTWO>  
Mr Richard Guy Thomas  
Mr Richard Guy Thomas <MHT>  
Varsity Actuarial Limited  
HSDL Nominees Limited  
The Bank of New York (Nominees) Limited

Ms Elizabeth Gordon – as proxy for the following Shareholders:

Dragon Capital (Cyprus) Limited

**IN ATTENDANCE:** Alexander McNee  
Jessica Cain

**CHAIRMAN**

Mr Mark Iwashko acted as Chairman of the meeting and Jessica Cain recorded the minutes.

**NOTICE**

The Chairman noted that the requisite notice of the Meeting and details of the resolutions proposed had been circulated to all those members entitled to receive such notice and as a quorum was present, he declared the meeting to be duly convened and constituted.

**BUSINESS OF THE MEETING**

The Chairman noted that the purpose of the meeting was to consider and if thought fit, to pass the following resolutions: -

1. To receive and adopt the financial statements of the Company (the “Financial Statements”) and Directors Report, together with the report of the auditors, for the period ended 31 December 2017 (“Resolution 1”)

2. To approve the fees of the directors of the Company as noted in Note 15 "Related Parties Transaction" of the Financial Statements and set out below ("Resolution 2"):

Total paid for the period ending 31 December 2017:

Aloysius Wilhelmus Johannes van der Heijden	\$48,000
Mark Iwashko	\$51,000

3. To re-elect Aloysius Wilhelmus Johannes van der Heijden as a director of the Company ("Resolution 3").
4. To re-elect Tomas Fiala as a director of the Company ("Resolution 4").
5. To re-elect Mark Iwashko as a director of the Company ("Resolution 5").
6. To re-appoint KPMG as auditors of the Company (the "Auditors") ("Resolution 6").
7. To authorise the directors of the Company to fix the remuneration of the Company's Auditors ("Resolution 7").

It was noted that a total of 12 proxy votes had been received by the Company, 11 in favour of the Chairman and 1 in favour of Ms Gordon.

The Chairman further noted that the 12 proxy votes received represented 73,411,698 of the shares in issue, which equated to 67.13% of the total number of shares in issue.

A Summary of the votes received, was tabled for consideration.

#### **VOTING IN RESPECT OF RESOLUTION 1 – TO ADOPT THE FINANCIAL REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017**

The Chairman noted that Resolution 1 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 1 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 1 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT the Financial Statements and Directors' Report for the period ended 31 December 2017 be adopted.

## **VOTING IN RESPECT OF RESOLUTION 2 – TO APPROVE THE FEES OF THE DIRECTORS**

The Chairman noted that Resolution 2 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 2 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 2 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT the fees of the directors of the Company as noted in Note 15 “Related Parties Transaction” of the Financial Statements and set out below be approved:

Total paid for the period ending 31 December 2017

Aloysius Wilhelmus Johannes van der Heijden	\$48,000
Mark Iwashko	\$51,000

## **VOTING IN RESPECT OF RESOLUTION 3 – TO APPROVE THE RE-ELECTION OF ALOYSIUS WILHELMUS JOHANNES VAN DER HEIJDEN AS A DIRECTOR OF THE COMPANY**

The Chairman noted that Resolution 3 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 3 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 68,682,598

Against – 0

Abstain – 4,729,100

The Chairman subsequently confirmed that following the above result of the show of hands Resolution 3 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT Aloysius Wilhelmus Johannes Van der Heijden be re-elected as a Director of the Company.

## **VOTING IN RESPECT OF RESOLUTION 4 – TO APPROVE THE RE-ELECTION OF TOMAS FIALA AS A DIRECTOR OF THE COMPANY**

The Chairman noted that Resolution 4 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 4 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 4 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT Tomas Fiala be re-elected as a Director of the Company.

**VOTING IN RESPECT OF RESOLUTION 5 – TO APPROVE THE RE-ELECTION OF MARK IWASHKO AS A DIRECTOR OF THE COMPANY**

The Chairman noted that Resolution 5 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 5 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 5 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT Mark Iwashko be re-elected as a Director of the Company.

**VOTING IN RESPECT OF RESOLUTION 6 – TO APPROVE THE RE-APPOINTMENT OF KPMG AS AUDITORS OF THE COMPANY**

The Chairman noted that Resolution 6 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 6 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 6 be passed.

**IT WAS RESOLVED** as an ordinary resolution THAT KPMG be re-appointed as auditors of the Company.

**VOTING IN RESPECT OF RESOLUTION 7 – TO FIX THE REMUNERATION OF THE COMPANY'S AUDITORS**

The Chairman noted that Resolution 7 was an ordinary resolution which required a majority vote in order to be passed at the meeting.

Resolution 7 was put to the vote at the meeting and after a show of hands the results were as follows:

For – 73,411,698

Against – 0

The Chairman subsequently confirmed that following the unanimous result of the show of hands Resolution 7 be passed.

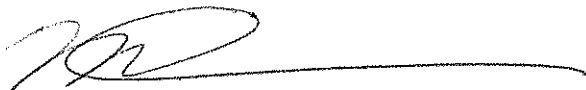
**IT WAS RESOLVED** as an ordinary resolution THAT the directors of the Company be authorized to fix the remuneration of the Company's Auditors.

**FILINGS**

The Chairman instructed the Registered Agent to make all the necessary and appropriate entries in the books and registers of the Company consequent to the business of the meeting.

**CLOSE**

There being no further business the Chairman declared the meeting closed at 11.45am.



27. 06. 2018

**CHAIRMAN**

**DATE**