

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

**MINUTES OF THE ANNUAL GENERAL MEETING (AGM) 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 31<sup>ST</sup> JULY 2019 AT 11:00am AND RECONVENED ON 31<sup>ST</sup> JULY 2019 AT 3PM**

**PRESENT:** Mrs Sarah Joanne Ingrassia – as proxy for the following Shareholder:  
DRGN Limited

Mr Alexander Fleming McNee – as proxy for Dragon Capital (Cyprus) Limited

**IN ATTENDANCE:** Mrs Marie Clarke

**BUSINESS OF THE MEETING**

It was noted that Aloysius Wihelmus Joahannes van der Heijden, appointed as a Chairman of the Company’s AGM by the resolution of the Board of Directors had been delayed and therefore was not present to Chair the Meeting.

In accordance with Article 50 of the Company’s Memorandum and Articles of Association the meeting was quorate and it was agreed that Sarah Joanne Ingrassia in her capacity as proxy for DRGN Limited, be appointed as Chairman of the Meeting.

Sarah Joanne Ingrassia declared that the Annual General Meeting be adjourned until 3pm on 31<sup>st</sup> July 2019.



**CHAIRMAN**

**DATE** 31/07/19

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

**MINUTES OF THE ADJOURNED ANNUAL GENERAL MEETING (AGM) 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 31<sup>ST</sup> JULY 2019 AT 3PM**

**PRESENT:** Aloysius Wilhelmus Johannes van der Heijden (Chairman) – as proxy for the following Shareholders:

Nortrust Nominees Limited  
Euroclear Nominees Limited <EOC01>  
The Bank of New York (Nominees) Limited  
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

Mr Alexander Fleming McNee – as proxy for the following Shareholder:

Dragon Capital (Cyprus) Limited

Mrs Sarah Joanne Ingrassia – as proxy for the following Shareholder:

DRGN Limited

**IN ATTENDANCE:** Mr Oleg Laska  
Mrs Marie Clarke

The meeting was reconvened at 3pm as per the earlier decision taken at the meeting started at 11am being chaired by Mrs Sarah Joanne Ingrassia

**CHAIRMAN**

Aloysius Wilhelmus Johannes van der Heijden was voted Chairman of the meeting and Marie Clarke 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 at this meeting reconvened following the meeting started at 11:00 am, 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 2018 ("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 2018:

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, 10 in favour of the Chairman, 1 in favour of Mr Alexander Fleming McNee and 1 in favour of Mrs Sarah Ingrassia.

The Chairman further noted that the 12 proxy votes received represented 33,484,358 of the shares in issue, which equated to 30.62% 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 2018**

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 – 33,484,358

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 2018 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 – 33,484,358

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 2018

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 – 33,484,358

Against – 0

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 – 33,484,358

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 – 33,484,358

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 – 33,484,358

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 – 33,484,358

Against – 0

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

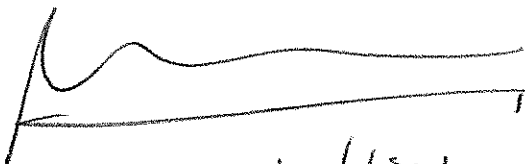
**IT WAS RESOLVED** as an ordinary resolution THAT the directors of the Company be authorized to fix the remuneration of the Company’s Auditors.

**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 3.30pm.



A.W.J. van der Heijden

**CHAIRMAN**

31 July 2019

**DATE**