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October 15, 2018

## **MHP SE ANNOUNCES RESULTS OF ITS CONSENT SOLICITATION**

### **MHP SE**

(a European Public Limited Liability Company (*Societas Europaea*) registered in Cyprus, with registered office at 16-18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus, with Registration Number SE 27)

#### **Results of Solicitation of Consents to amend the Indenture dated as of April 2, 2013 (as supplemented by the supplemental indenture dated as of March 8, 2016) in relation to the U.S.\$750,000,000 8.25% Notes due 2020 issued by MHP SE**

**Regulation S Notes: Common Code 078395044/ ISIN USL6366MAC75/ CUSIP L6366MAC7**  
**Rule 144A Notes: Common Code 078395079/ ISIN US55302TAC99/ CUSIP 55302TAC9**

MHP SE (the “**Company**”) today announces the results of its consent solicitation (the “**Consent Solicitation**”) to seek the consent of holders (the “**Holders**”) of the outstanding U.S.\$79,417,000 8.25% Notes due 2020 issued by the Company (Regulation S Notes: Common Code 078395044/ ISIN USL6366MAC75/ CUSIP L6366MAC7; Rule 144A Notes: Common Code 078395079/ ISIN US55302TAC99/ CUSIP 55302TAC9) (the “**Notes**”) pursuant to an indenture dated as of April 2, 2013 (as supplemented by a supplemental indenture dated as of March 8, 2016), between the Company, Citibank, N.A., London Branch, as trustee (the “**Trustee**”), transfer agent, paying agent and exchange agent, Citigroup Global Markets Europe AG (formerly known as Citigroup Global Markets Deutschland AG), as registrar (the “**Registrar**”) and Deutsche Bank Trust Company Americas (the “**Note Security Agent**”) (the “**Indenture**”) to certain proposed amendments (the “**Amendments**”) to the Indenture and the Notes (such solicitation, as may be amended from time to time.

The Consent Solicitation and the Amendments were announced on September 20, 2018, and were made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum prepared by the Company dated September 20, 2018 (the “**Consent Solicitation Memorandum**”). Capitalized terms used but not otherwise defined in this announcement have the meanings given in the Consent Solicitation Memorandum.

Pursuant to an announcement on October 5, 2018, the Consent Expiration Date was amended to be 5:00 p.m. (New York time) on October 12, 2018 (the “**New Expiration Time**”), the Consent Settlement Date was amended to be October 17, 2018 (the “**New Consent Settlement Date**”) and the amount of the Consent Payment was amended to be U.S.\$10.00 for each U.S.\$1,000 in principal amount of the Notes (the “**New Consent Payment**”).

The Company now announces that the Requisite Consents of the Holders to implement the Amendments were obtained before the New Expiration Time and the Effective Time occurred at 5:00 p.m. New York City time on October 12, 2018. The Amendments will be implemented by way of execution of the Supplemental Indenture on October 15, 2018, provided that the Amendments shall not become effective until the New Consent Settlement Date.

The New Consent Payments will be paid by the Company on the New Consent Settlement Date which will take place on October 17, 2018. The obligation of the Company to pay the New Consent Payment will be discharged by depositing with DTC the amount of cash necessary to pay the New Consent Payment in respect of all Consents validly received and not revoked on or prior to the New Expiration Time.

The Notes in relation to which Consents were delivered pursuant to the Consent Solicitation will be unblocked as soon as practicable as described in the Consent Solicitation Memorandum, but no later than three business days after the New Expiration Time.

Requests for all information in relation to the Consent Solicitation should be directed to:

**The Solicitation Agent**

**J.P. Morgan Securities plc**

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E14 5JP  
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**The Information and Tabulation Agent**

**D.F. King Ltd.**

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*Neither this announcement nor the Consent Solicitation Memorandum constitutes or forms part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity in any jurisdiction.*

*The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Consent Solicitation Memorandum comes are required by the Company, the Solicitation Agent and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. This announcement and any materials relating to the Consent Solicitation do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.*

*The Notes have not been registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) or the securities law of any state or jurisdiction of the United States and may not be reoffered or resold except pursuant to an applicable exemption from the registration requirements of the Securities Act. Neither the SEC nor any U.S. state securities commission has approved or disapproved of any Notes, or determined if the Consent Solicitation Memorandum is accurate or complete. Any representation to the contrary is a criminal offence.*

*The communication of the Consent Solicitation Memorandum and this announcement by the Company and any other documents or materials relating to the Consent Solicitation are not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. Such documents and/or materials are only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (2) high net worth entities falling within Article 49(2)(a) to (d) of the Order, and (3) any other persons to whom these documents and/or materials may lawfully be communicated (all such persons together being referred to as “relevant persons”). Any person who is not a relevant person should not act or rely on this communication or any of its contents. Nothing in this announcement constitutes or contemplates an offer to buy or*

*the solicitation of an offer to sell securities in the United States or in any other jurisdiction.*

*Neither the Consent Solicitation Memorandum nor any documents or materials relating to the Consent Solicitation, including this announcement (collectively referred to as the “**Consent Documents**”) have been submitted to the approval or is intended to be submitted to the approval of the Cyprus Securities and Exchange Commission and consequently the Consent Solicitation Memorandum nor any other Consent Documents will not be distributed, released, published, communicated, advertised or disseminated, whether directly or indirectly, to the information distribution channels or to the public in Cyprus.*

*The communication of the Consent Solicitation Memorandum and of the Consent Documents in Cyprus may be made to and directed only at “professional clients”, by a duly licensed investment firm or credit institution (authorized under Directive 2013/36/EU), permitted and authorised to conduct such activities in Cyprus and in accordance with the provisions of (i) the Investment Services and Activities and Regulated Markets Law, No. 144 (I) of 2007, as amended (ii) the Investment Services and Activities and Regulated Markets Law, No. 87(I)/2017, as amended from time to time; and (iii) Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No. 648/2012.*

*If a jurisdiction requires that the Consent Solicitation be made by a licensed broker or dealer and the Solicitation Agent or any of its affiliates is such a licensed broker or dealer in that jurisdiction, the Consent Solicitation shall be deemed to be made by the Solicitation Agent or such affiliates, as the case may be, on behalf of the Company in such jurisdiction where it/they is/are so licensed and the Consent Solicitation is not being made in any such jurisdiction where the Solicitation Agent or one of its affiliates are not so licensed.*

*Statements contained herein may constitute “forward-looking statements”. Forward-looking statements are generally identifiable by the use of the words “may”, “will”, “should”, “aim”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal” or “target” or the negative of these words or other variations on these words or comparable terminology.*

*Forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that could cause the Company’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. The Company does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.*

**Note:** *This announcement contains “regulated information” for the purposes of the EU Transparency Directive (Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004) and the Cyprus Transparency Law (Law No. 190(I)/2007). In addition, the European Union Market Abuse Regulation (Regulation EU 596/2014 of the European Parliament and of the Council of 16 April 2014) requires the Company to disclose that this announcement contains “inside information”, as defined in the European Union Market Abuse Regulation.*

*Please address any questions or concerns to :*

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