

Form of Proxy

MHP SE

Extraordinary General Meeting

I/We, of being a Member of the above-named Company, hereby appoint of, or failing him/her of, as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 18th day of March 2021 and at any adjournment thereof.

	RESOLUTION	NUMBER OF VOTES		
		FOR	AGAINST	ABSTAINED
1	THAT it is in the best interests and to the commercial benefit and advantage of the Company that the Company would participate in, effect and consummate the merger of the Company with Raftan Holding Limited ("Raftan"), Hemiak Investments Limited ("Hemiak") and Eledem Investments Limited ("Eledem"), wholly owned subsidiaries of the Company (the "MHP Merger"), with the Company being the entity resulting from the MHP Merger.			
2	THAT the terms and conditions of and all matters, the arrangements and the transactions contemplated by the MHP Merger Agreement, a conformed execution copy of which is provided to the Shareholders of the Company attached to the circular accompanying this Notice, be and are hereby approved in all respects.			
3	THAT, subject to the approval of the Merger Agreement, the MHP Merger shall be implemented in accordance with the terms and conditions set out in the Merger Agreement.			
4	THAT, the Directors and Secretary of the Company, jointly and severally, be and are hereby authorised in co-operation with the legal consultants of the Company in Cyprus, to apply to the District Court of Limassol, Cyprus, being of the court of competent jurisdiction in Cyprus, in accordance with the provisions of the Cyprus Companies Law, Cap. 113, for an order confirming the MHP Merger and do all such acts and sign and file with the Registrar of Companies, in Nicosia, Cyprus, all such documents as are necessary or appropriate to give effect to the MHP Merger and the above Resolutions.			

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5	<p>THAT, subject to and conditional upon the sanction of the MHP Merger by the District Court of Limassol, Cyprus, all the shares and / or participatory interests that Raftan holds in its foreign subsidiaries, particulars of which are set out in Schedule A attached to the MHP Merger Agreement (the "Raftan Foreign Subsidiaries") and all the participatory interests that Raftan holds in other legal entities duly existing under the laws of Ukraine, particulars of which are set out in Schedule B attached to the MHP SE Merger Agreement ("the Ukrainian Legal Entities"), be transferred to the Company, pursuant to the applicable legal, corporate and other requirements and procedure of the law governing each of the Raftan Foreign Subsidiaries and the Ukrainian Legal Entities, with effect from the MHP Merger becoming operative.</p>			
6	<p>THAT, subject to and conditional upon the sanction of the MHP Merger by the Court of competent jurisdiction in Cyprus, all the shares and / or participatory interests that Hemiak holds in PERUTNINA PTUJ reja perutnine, proizvodnja krmil, perutninskega mesa in izdelkov, trgovina in storitve d.o.o., being its subsidiary company established under the laws of Slovenia (the "Hemiak Slovenian Subsidiary"), be transferred to the Company, pursuant to the applicable legal, corporate and other requirements and procedure of the laws of Slovenia governing the Hemiak Slovenian Subsidiary, with effect from the MHP Merger becoming operative.</p>			
7	<p>THAT, subject to and conditional upon the sanction of the MHP Merger by the District Court of Limassol, Cyprus and pursuant to the directions that may be given by such Court for the dissolution without winding up of Raftan, Hemiak and Eleldem, Raftan, Hemiak and Eleldem shall be dissolved without winding up.</p>			
8	<p>THAT any one of the Directors of the Company be and is hereby authorised to enter into, execute sign and deliver counterparts of the MHP Merger Agreement as well as any other ancillary or supplementary documents, deeds, acts and things as may be envisaged by the MHP Merger Agreement to be executed, signed, delivered and done or which the Directors and the Company's legal and tax consultants may deem necessary or desirable to execute, sign, deliver and do in connection with the MHP Merger or contemplated by the MHP Merger Agreement or which are otherwise necessary or appropriate to carry out, complete and implement in order to give effect to the MHP Merger.</p>			
9	<p>THAT the Company, in its capacity as sole shareholder of Raftan, Hemiak and Eleldem, involved in the MHP Merger and as parties to the MHP Merger Agreement, hereby approves the terms of and the transactions contemplated by the the MHP Merger and the MHP Merger Agreement in so far as they relate to Raftan, Hemiak and Eleldem and approves the execution, delivery and performance of the MHP Merger Agreement or any other documents or actions to which each of Raftan, Hemiak and Eleldem is</p>			

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	expressed to be, or required to become a party or for the implementation by the Company, Raftan, Hemiak and Eleldem of the MHP Merger Agreement.			
10	THAT, upon the MHP Merger becoming effective, the Directors and Secretary of the Company, jointly and severally, be and are hereby authorised in co-operation with Baker Tilly Klitou and Partners (Limassol) Ltd, the auditors of Raftan, Hemiak and Eleldem in Cyprus, to complete a copy of the Cyprus Income Tax Form I.R. 88, which will be filed by the said auditors to the Tax Department in Cyprus, in order for the Company to apply for a "Certificate of Exemption from Tax Payment Due to Reorganisation", in accordance with sections 26-30 of the Cyprus Income Tax Law.			
11	<p>THAT, the Articles of Association of the Company be and they are hereby amended in the manner following, that is to say:</p> <p>(i) By adding the following sentences immediately at the end of the existing Regulation 106:</p> <p>"The Members of the Administrative Organ shall be appointed pursuant to the provisions of Article 127, save in case of a casual vacancy where the appointment to fill the vacancy shall be effected pursuant to the provisions of the Article 129. The Members of the Administrative Organ shall be designated as executive Members, non-executive Members and independent non-executive Members. The number of the Members of the Administrative Organ holding office from time to time as executive Members shall not exceed by more than one Member the number of independent non-executive Members. The non-executive Member's independence shall be determined by the Administrative Organ on the basis of recognised corporate governance principles and criteria, as may be applicable."</p> <p>(ii) By deleting the present Regulation 126 and by adopting a new Regulation 126, namely:</p> <p>"126. All the Members of the Administrative Organ shall be natural persons."</p> <p>(iii) By deleting the present Regulation 127 and by adopting a new Regulation 127, namely:</p> <p>"127. The Members of the Administrative Organ shall be appointed by ordinary resolution of the general meeting of the Company."</p> <p>(iv) By deleting the present Regulation 128 and by adopting a new Regulation 128, namely:</p>			

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	<p>"128. All the Members of the Administrative Organ shall hold office until the next annual general meeting and may offer themselves for re-election by the members."</p>			
12	<p>THAT, subject to and conditional upon the passing of Resolution 11 above, the Directors and the Secretary of the Company, both jointly and severally, be and are hereby authorised in co-operation with the legal consultants of the Company in Cyprus, Messrs. Mouaimis & Mouaimis LLC, of Limassol, Cyprus, to do all such acts and to sign and file with the Registrar of Companies in Nicosia, Cyprus, all such documents as ae necessary or appropriate to give effect to the said Resolution.</p>			

Signed this day of....., 2021.

(Sgnd)

(Name of the Member)

Notes:

1. A member entitled to attend and vote at the EGM is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The proxy need not be a member of the Company.
2. To be valid a Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be delivered personally or by courier or by post at the registered office of the Company situated at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus or be sent by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, as soon as possible and in any event not later than 10:00 a.m. local time, on 16 March 2021, being not less than 48 hours before the time appointed for holding the EGM or adjourned EGM.
3. In the case of joint holders of Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.