



15 February 2021, Limassol, Cyprus

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 (“MAR”).

MHP SE
Intended Merger of MHP SE with
Raftan Holding Limited, Hemiak Investments Limited and Eledem Investments Limited

MHP SE (LSE: MHPC), a European Public Limited Liability Company (“the Company”), the parent company of a leading international agro-industrial group with headquarters in Ukraine, today announces that on 15 February 2021 the Administrative Organ of the Company (hereinafter referred to for convenience as “the Board of Directors”) resolved to (i) approve the merger of the Company with Raftan Holding Limited (“Raftan”), Hemiak Investments Limited (“Hemiak”) and Eledem Investments Limited (“Eledem”), being its wholly owned subsidiary companies organized and existing under the laws of Cyprus (“the MHP Merger”); and (ii) convene an extraordinary general meeting of the Shareholders of the Company to be held on 18 March 2021 (“the MHP SE EGM”) for the purpose of obtaining the requisite approval of the Shareholders of the Company in respect of the MHP Merger and the terms of the MHP Merger Agreement and certain amendments to Regulations 106, 126, 127 and 128 of the Articles of Association of the Company relating to the composition of the Board of Directors of the Company, the appointment of the members of the Board of Directors the Company, their term of office and re-election, which would reflect the current composition of the Administrative Organ of the Company and enhance its corporate governance standards (“the Alternation to the MHP SE Articles”).

Pursuant to the MHP Merger, all the undertakings, properties and assets of Raftan, Hemiak and Eledem, as reflected in the audited financial statements of each of Raftan, Hemiak and Eledem, for the year ended 31 December 2020, shall be transferred to and vest in MHP SE, subject to all existing encumbrances thereon, and all the debts and liabilities of Raftan, Hemiak and Eledem, as reflected in the audited financial statements of each of Raftan, Hemiak and Eledem, for the year ended 31 December 2020, shall be transferred to, assumed by and become the debts and liabilities of MHP SE.

MHP SE shall be the entity resulting from the MHP Merger and Raftan, Hemiak and Eledem, would be dissolved without winding up.

In order to implement the MHP Merger, MHP SE, Raftan, Hemiak and Eledem (collectively referred to as “the Merging Companies”) will enter into an agreement and scheme, setting out the terms and conditions of the MHP Merger (“the MHP Merger Agreement”).

The MHP Merger and the terms of the MHP Merger Agreement and the the Alternation to the MHP SE Articles would require the approval of the Shareholders of the Company to be obtained at the MHP SE EGM.

The MHP Merger Agreement will be signed and executed on behalf of the Merging Companies following the approval of the MHP Merger by the Shareholders of MHP SE at the forthcoming MHP SE EGM.

The Merging Companies would, upon execution of the MHP Merger Agreement, apply to the competent Court in Cyprus under the applicable provisions of the Cyprus Companies Law, Cap. 113 and the provisions of the Cyprus Income Tax Laws, for an order sanctioning the MHP Merger Agreement and for the dissolution without winding up of Raftan, Hemiak and Eledem (“the Court Order”).

The MHP Merger shall become effective upon the issue of the Court Order.

The Merging Companies intend the MHP Merger to be a reorganization within the meaning of sections 29A and 30 of the Cyprus Income Tax Laws.

Implementation of the MHP Merger is conditional upon all resolutions required to implement the MHP Merger, as set out in the Notice of the MHP SE EGM being duly passed and for the approval of the MHP Merger by the competent court in Cyprus through the issue of the Court Order.

Please address any questions or concerns to:

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