



MHP SE
Registration No. SE 27
16-18 Zinas Kanther street,
Avia Triada, Limassol, 3035,
Cyprus

www.mhp.com.cy

MHP SE
(European Public Limited – Liability Company (*Societas Europaea*)
Registered in the Republic of Cyprus
("the Company")

MINUTES of the Extraordinary General Meeting of the Company ("the Meeting") held at
16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus
on the 18th day of March 2021 at 10:00 a.m.

Present:

- Shareholders:** Mrs. Olga Lambrou, as Authorised Representative of WTI Trading Limited
- Mr. Christakis Taoushanis, as proxy for BNY (Nominees) Limited (in respect of 45,546,634 shares)
- Mr. Michalis Mouaimis, as proxy for Rodion Teslia, Roman Krytskyi, Liudmyla Terenia, Yuriy Gvozdyev and Victoria Golodnenko
- Secretary:** Mr. Michalis P. Mouaimis, on behalf of Confitrust Limited
- Attendees:** Mr. Michalis P. Mouaimis on behalf of Mouaimis & Mouaimis LLC, Cyprus legal advisors of the Company

1. Chairman

- 1.1 Mr. Christakis Taoushanis took the Chair of the Meeting.
- 1.2 The Chairman thanked the participants for attending the Meeting.
- 1.3 Mr. Michalis P. Mouaimis was invited by the Chairman to act as secretary of the Meeting and keep the Minutes of the Meeting.

2. Quorum

- 2.1 Mr. Michalis P. Mouaimis informed the Meeting that the quorum for the Meeting was two members / shareholders present in person, by an authorised representative or by proxy, together holding not less than 50 per cent in nominal value of the shares giving the right to attend and vote at the meeting.
- 2.2 Mr. Michalis P. Mouaimis informed the Meeting that all the Shareholders of the Company were present or represented at the Meeting.
- 2.3 The Chairman announced that a quorum was present and declared the Meeting open.

3. Notice

- 3.1 The Chairman informed the Meeting that the Notice convening the Meeting (“**the Notice**”) had been in the hands of the Shareholders for the statutory period and further copies were placed before the Shareholders present or represented at the Meeting and with their permission, the Notice of the Meeting was taken as read.

4. Voting by poll

- 4.1 The Chairman proposed that the Resolutions put to the vote of the Meeting would be decided by poll and the Shareholders present or represented at the Meeting concurred in demanding voting by poll.
- 4.2 The Chairman informed the Meeting that according to Articles 82 and 86 of the Articles of Association of the Company, a poll was duly demanded and shall be taken immediately. He also informed the Meeting that polling papers were placed before the Shareholders attending the Meeting and requested them to insert the name of the Shareholder present or represented and indicating on these papers how to vote on each Resolution put to the vote of the Meeting.
- 4.3 After a while, polling papers, duly completed, were handed over to Mr. Michalis P. Mouaimis and added them to the Proxy Forms already provided by the Shareholders, by which instructions were given to the proxy holders as to how to vote the shares for which Proxy Forms were given.

5. Approval of MHP Merger

5.1 Resolution 1

- 5.1.1 The Chairman proposed that the following Resolution be approved:

*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.*

- 5.1.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 1 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

5.1.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 1 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

5.1.4 The Chairman then declared Resolution 1 as being passed as an Ordinary Resolution.

5.2 Resolution 2

5.2.1 With the permission of the Shareholders, the agreement and scheme of the MHP Merger (the “**MHP Merger Agreement**”), a conformed execution copy of which was provided to the Shareholders of the Company attached to the circular accompanying the Notice of the Meeting and further copies were placed before the Shareholders present or represented at the Meeting, was taken as read.

5.2.2 The Chairman proposed that the MHP Merger Agreement now laid before the Meeting, be received and approved, and that the following Resolution be approved:

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.

5.2.3 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 2 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

5.2.4 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 2 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

5.2.5 The Chairman then declared Resolution 2 as being passed as an Ordinary Resolution.

5.3 Resolution 3

5.3.1 The Chairman proposed that the following Resolution be approved:

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.

- 5.3.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 3 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.3.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 3 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.3.4 The Chairman then declared Resolution 3 as being passed as an Ordinary Resolution.

5.4 Resolution 4

- 5.4.1 The Chairman proposed that the following Resolution be approved:

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.

- 5.4.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 4 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.4.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 4 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.4.4 The Chairman then declared Resolution 4 as being passed as an Ordinary Resolution.

5.5 Resolution 5

5.5.1 The Chairman proposed that the following Resolution be approved:

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.

5.5.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 5 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

5.5.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 5 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

5.5.4 The Chairman then declared Resolution 5 as being passed as an Ordinary Resolution.

5.6 Resolution 6

5.6.1 The Chairman proposed that the following Resolution be approved:

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.

- 5.6.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 6 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.6.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 6 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.6.4 The Chairman then declared Resolution 6 as being passed as an Ordinary Resolution.

5.7 Resolution 7

- 5.7.1 The Chairman proposed that the following Resolution be approved:

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 Eledem, Raftan, Hemiak and Eledem shall be dissolved without winding up.

- 5.7.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 7 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.7.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 7 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.7.4 The Chairman then declared Resolution 7 as being passed as an Ordinary Resolution.



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5.8 Resolution 8

5.8.1 The Chairman proposed that the following Resolution be approved:

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.

5.8.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 8 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

5.8.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 8 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

5.8.4 The Chairman then declared Resolution 8 as being passed as an Ordinary Resolution.

5.9 Resolution 9

5.9.1 The Chairman proposed that the following Resolution be approved:

THAT the Company, in its capacity as sole shareholder of Raftan, Hemiak and Eledem, involved in the MHP Merger and as parties to the MHP Merger Agreement, hereby approves the terms of and the transactions contemplated by the MHP Merger and the MHP Merger Agreement in so far as they relate to Raftan, Hemiak and Eledem 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 Eledem is expressed to be, or required to become a party or for the implementation by the Company, Raftan, Hemiak and Eledem of the MHP Merger Agreement.



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- 5.9.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 9 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.9.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 9 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.9.4 The Chairman then declared Resolution 9 as being passed as an Ordinary Resolution.

5.10 Resolution 10

- 5.10.1 The Chairman proposed that the following Resolution be approved:

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 Eledem 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.

- 5.10.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 10 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

- 5.10.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 10 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

- 5.10.4 The Chairman then declared Resolution 10 as being passed as an Ordinary Resolution.

5.11 Resolution 11

5.11.1 The Chairman proposed that the following Resolution be approved:

THAT, the Articles of Association of the Company be and they are hereby amended in the manner following, that is to say:

(i) By adding the following sentences immediately at the end of the existing Regulation 106:

“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.”

(ii) By deleting the present Regulation 126 and by adopting a new Regulation 126, namely:

“126. All the Members of the Administrative Organ shall be natural persons.”

(iii) By deleting the present Regulation 127 and by adopting a new Regulation 127, namely:

“127. The Members of the Administrative Organ shall be appointed by ordinary resolution of the general meeting of the Company.”

(iv) By deleting the present Regulation 128 and by adopting a new Regulation 128, namely:

“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.”

5.11.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 11 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0

Abstentions: 0

5.11.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 11 on the Notice, sufficient for carrying the Resolution as Special Resolution.

5.11.4 The Chairman then declared Resolution 11 as being passed as a Special Resolution.

5.12 Resolution 12

5.12.1 The Chairman proposed that the following Resolution be approved:

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 are necessary or appropriate to give effect to the said Resolution.

5.12.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 12 was as follows:

Number of Votes: 65,016,150

In favour of the motion: 65,016,150

Against the motion: 0


Abstentions: 0

5.12.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 10 on the Notice, sufficient for carrying the Resolution as Special Resolution.


5.12.4 The Chairman then declared Resolution 10 as being passed as a Special Resolution.

6. Conclusion

6.1 There being no further business, the Chairman declared the Meeting concluded.



Christakis Taoushanis
Chairman of the Meeting



Mr. Michalis P. Mouaimis
for and on behalf of
Confitrust Limited
Secretary