

MHP S.A.

Société anonyme

Registered office: 5, rue Guillaume Kroll
L-1882 Luxembourg
R.C.S. Luxembourg B 116.838

(the "Company")

ANNUAL GENERAL MEETING TO BE HELD ON APRIL
27, 2015

VOTING FORM

For use in connection with the annual general meeting of shareholders of MHP S.A. to be held on **April 27, 2015** at 12:00 (noon) CET at the registered office of the Company and at any adjournment thereof (the «**Meeting**»).

Name or registered name of the Shareholder/GDR Holder:

Address of the Shareholder/GDR Holder: **BNY (NOMINEES) LIMITED**
ONE CANADA SQUARE
LONDON
E14 5AL

holder of :

- _____ Shares, as shown on the attached copy/ies of the certificate(s) evidencing the shareholding on the Record Date (as this term is defined here below),
- _____ GDRs, as shown on the attached copy/ies of the certificate(s) evidencing the GDRholding on the Record Date (as this term is defined here below),

The Shares being under :

- Bearer form, or
- Registered form,

hereby declares that he/she/it shall not attend in person the Meeting to be held on April 27, 2015 (and at any adjournment thereof) with the following agenda:

1. *Presentation of the management report of the board of directors and of the independent auditor.*
2. *Presentation and approval of the MHP S.A. Stand alone Financial Statements for the financial year ended 31 December 2014 and report of the réviseur d'entreprises as of 31 December 2014.*

3. Allocation of the results.
4. Ratification of the allocation of a part of the non-distributable reserve for own shares to the share premium in relation with the Company's shares bought back by the Company.
5. Discharge to be granted to the independent auditor for the financial year ending 31 December 2014.
6. Discharge to be granted to the members of the board of directors for the financial year ending 31 December 2014.
7. Ratification of the director's remuneration for the financial year 2014.
8. Renewal of the mandate of the independent auditor until the following general meeting called to approve the annual accounts of the Company as of 31 December 2015.
9. Ratification of the interim dividends paid during the financial year 2014.
10. Approval and ratification of re-appointment of Mr. Kosyuk as the CEO, daily manager and Director of MHP S.A.

The undersigned hereby votes as follows on the proposed resolutions of the Meeting (please indicate with an 'X' in the appropriate box opposite each resolution how you wish to cast your vote):

	FOR	AGAINST	VOTE WITHHELD
1. The general meeting of shareholders adopts and approves the management report of the Board of Directors and the auditor's report for the financial year ended December 31, 2014.			
2. The general meeting of shareholders adopts and approves the MHP S.A. Stand alone Financial Statements for the financial year ended 31 December 2014 and report of the réviseur d'entreprises as of 31 December 2014.			
3. In 2014, the income of the Company amounted to EUR 162,353,583.24 versus total charges of EUR 97,110,591.60. The financial period shows a profit of EUR 65,242,991.64. Further to the suggestion of the Board of Directors, the general meeting of shareholders resolves to allocate the results as follows:			
Allocation of the results as at 31.12.2014			
Result brought forward as of	EUR	24,359,669.98	

December 31, 2013					
Result of the financial year ending December 31, 2014	EUR	65,242,991.64			
Interim dividends of the financial year ending December 31, 2014	EUR	(57,823,982.35)			
Result to be allocated	EUR	31,778,679.27			
Adjustment allocation to the legal reserve 2013	EUR	(3,982,678.88)			
Allocation to the legal reserve 2014	EUR	(3,262,149.58)			
Result to be carried forward	EUR	24,533,850.81			
<p>4. The general meeting ratifies the allocation of a part of the non-distributable reserve for own shares to the share premium in relation with the Company's shares bought back by the Company.</p> <p>On December 31, 2014, EUR 6,803,822 have been allocated from the reserve for own shares to the share premium account so that there is a reserve for own shares for a total amount of EUR 40,489,220 corresponding to the book value of the GDRs as of December 31, 2014.</p>					
<p>5. The general meeting of shareholders approves and resolves the formal discharge of the independent auditor for the financial year ending 31 December 2014.</p>					
<p>6. The general meeting of shareholders approves and resolves the formal discharge of the members of the Board of Directors for the financial year ending 31 December 2014.</p>					
<p>7. The general meeting of shareholders ratifies the director's remuneration in a total amount of three hundred fifty-seven thousand five hundred forty euro and zero cents (EUR 357,540.00) for the financial year</p>					

2014.			
8. The general meeting of the shareholders approves and resolves to renew the mandate of the independent auditor, being Deloitte S.A., a <i>société anonyme</i> with registered office at 560 rue de Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 67.835 until the following general meeting called to approve the annual accounts of the Company as of 31 December 2015.			
9. The general meeting of the shareholders ratifies interim dividends paid during the financial year 2014.			
10. The general meeting of the shareholders approves and resolves to ratify re-appointment of Mr. Kosyuk as the CEO, daily manager and Director of MHP S.A.			

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution.

The present voting form must be returned no later than April 24, 2015 at 12:00 (noon) CET by mail to the registered office of the Company, by fax to +352 48 18 28 3461 or by e-mail to adlux-domh@alterdomus.lu.

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

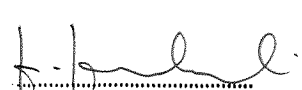

Any claims, disputes or disagreements arising under, in connection with or by reason of this voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company hereby submits to the exclusive jurisdiction of such courts in any such actions or proceedings and waives any objection to the jurisdiction or venue of such courts.

Signature(s)

Name:

Title:

Date

Executed as a deed by	
BNY (Nominees) Limited	
Acting by its two corporate directors	
BNY Corporate Directors Limited	
Company Number 5585998	
and	Authorised Signatory of BNY Corporate Directors Limited
BNY Directorate Services Limited	
Company Number 5347441	
24.04.15	Authorised Signatory of BNY Directorate Services Limited

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BNY MELLON

Executed as a deed by
 BNY (Nominees) Limited
 Acting by its two corporate directors
 BNY Corporate Directors Limited
 Company Number 5585998
 and
 BNY Directorate Services Limited
 Company Number 5347441
 24.04.15

[Signature]
 Authorised Signatory of
 BNY Corporate Directors Limited

[Signature]
 Authorised Signatory of
 BNY Directorate Services Limited

MHP S.A.

Annual General Meeting

April 27, 2015

NO.	RESOLUTION	FOR	AGAINST	ABSTAIN	DISCRETIONARY	TOTAL
1	The general meeting of shareholders adopts and approves the management report of the Board of Directors and the auditor's report for the financial year ended December 31, 2014.	33,539,215	1,535,933	212,080	22,053,221	57,340,449
2	The general meeting of shareholders adopts and approves the MHP S.A....	25,274,106	9,801,042	212,080	22,053,221	57,340,449
3	In 2014, the income of the Company amounted to EUR 162,353,583.24 versus total charges of EUR 97,110,591.60. The financial period shows a profit of EUR 65,242,991.64.	33,489,978	1,535,933	261,317	22,053,221	57,340,449
4	The general meeting ratifies the allocation of a part of the non-distributable reserve for own shares...	33,489,978	1,535,933	261,317	22,053,221	57,340,449
5	The general meeting of shareholders approves and resolves the formal discharge of the independent auditor for the financial year ending 31 December 2014.	33,459,837	1,535,933	291,458	22,053,221	57,340,449
6	The general meeting of shareholders approves and resolves the formal discharge of the members of the Board of Directors for the financial year ending 31 December 2014.	33,459,837	1,535,933	291,458	22,053,221	57,340,449
7	The general meeting of shareholders ratifies the director's remuneration ...	33,489,978	1,535,933	261,317	22,053,221	57,340,449
8	The general meeting of the shareholders approves and resolves to renew the mandate of the independent auditor, being Deloitte S.A....	33,340,225	1,535,933	411,070	22,053,221	57,340,449
9	The general meeting of the shareholders ratifies interim dividends paid during the financial year 2014.	33,489,978	1,535,933	261,317	22,053,221	57,340,449
10	The general meeting of the shareholders approves and resolves to ratify re-appointment of Mr. Kosyuk as the CEO, daily manager and Director of MHP S.A.	33,489,978	1,535,933	261,317	22,053,221	57,340,449

This tabulation report is calculated in local shares.

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