

MHP S.A.

Société anonyme

Registered office: 5, rue Guillaume Kroll

L-1882 Luxembourg

R.C.S. Luxembourg B 116.838

(the “Company”)

**GENERAL MEETING COMBINING AN ANNUAL MEETING AND AN
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MHP S.A.
TO BE HELD ON APRIL 29, 2013**

VOTING FORM

For use in connection with the general meeting combining an annual meeting and an extraordinary general meeting of shareholders of the Company to be held on **April 29, 2013** 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:

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 29, 2013 (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 MHP S.A. Consolidated Financial Statements Years Ended 31 December 2012, 2011 and 2010 and report of the *réviseur d'entreprises* (stand alone financial statements) as of 31.12. 2012.
3. Allocation of the results.
4. Ratification of the allocation of a part of the share premium to the non-distributable reserve for own shares in relation with the Company's shares bought back by the Company in accordance with article 49-5 (Law of 10th August 1915, concerning commercial companies).
5. Discharge to be granted to the independent auditor for the financial year ending 31 December 2012.
6. Discharge to be granted to the members of the Board of Directors for the financial year ending 31 December 2012.
7. Ratification of the director's remuneration for the financial year 2012 and approval of the director's remuneration for the financial year 2013.
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 2013.
9. Renewal of the mandates of Mr. Charles Adriaenssen, Mr. John Clifford Rich, Mr. John Grant, Mr. Yuriy A. Kosyuk, Ms. Victoriya B. Kapelushna, Mr. Yuriy Melnyk, Mr. Philippe Lamarche for the period of three years.
10. Acknowledgement of the resignation of the Company's former executive director Mr. Logusch who signed its letter of resignation on 27 April 2012.
11. Cancellation of the unsold portion of the MHP S.A. shares previously purchased under the Share Buy Back Programme and kept in treasury during three years; and decrease of the Company's share capital.
12. Subsequent amendment of article 5 of the Company's Articles of Association.
13. Miscellaneous.

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

<p>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, 2012.</p>																					
<p>2. The general meeting of shareholders adopts and approves the MHP S.A. Consolidated Financial Statements Years Ended 31 December 2012, 2011 and 2010 and the report of the <i>réviseur d'entreprises</i>, including the stand alone financial statements as of 31 December 2012.</p>																					
<p>3. In 2012, the income of the Company amounted to EUR 60,295,625.66 versus total charges of EUR 52,910,511.82. The financial period shows a profit of EUR 7,385,113.84.</p> <p>Further to the suggestion of the Board of Directors, the general meeting of shareholders resolves to allocate the results as follows:</p> <table border="1" data-bbox="240 947 821 1436"> <tr> <td colspan="3">Allocation of the results as at 31.12.2012</td> </tr> <tr> <td>Result brought forward as of 31 December 2011</td> <td>EUR</td> <td>-</td> </tr> <tr> <td>Result of the financial year ending 31 December 2012</td> <td>EUR</td> <td>7,385,113.84</td> </tr> <tr> <td>Result to be allocated</td> <td>EUR</td> <td>7,385,113.84</td> </tr> <tr> <td>Allocation to the legal reserve</td> <td>EUR</td> <td>369,255.69</td> </tr> <tr> <td>Result to be carried forward</td> <td>EUR</td> <td>7,015,858.15</td> </tr> </table>	Allocation of the results as at 31.12.2012			Result brought forward as of 31 December 2011	EUR	-	Result of the financial year ending 31 December 2012	EUR	7,385,113.84	Result to be allocated	EUR	7,385,113.84	Allocation to the legal reserve	EUR	369,255.69	Result to be carried forward	EUR	7,015,858.15			
Allocation of the results as at 31.12.2012																					
Result brought forward as of 31 December 2011	EUR	-																			
Result of the financial year ending 31 December 2012	EUR	7,385,113.84																			
Result to be allocated	EUR	7,385,113.84																			
Allocation to the legal reserve	EUR	369,255.69																			
Result to be carried forward	EUR	7,015,858.15																			
<p>4. The general meeting ratifies the allocation of a part of the share premium to the non-distributable reserve for own shares in relation with the Company's shares bought back by the Company in accordance with article 49-5 (Law of 10th August 1915, concerning commercial companies).</p> <p>The allocation to the reserve for own shares amounting to EUR 51,360,788.14 corresponding to the book value of the GDRs as of December 31, 2012 has been made through an allocation of the share premium for an amount of EUR 32,145,283.60 and through an allocation of</p>																					

the result brought forward for an amount of EUR 19,215,504.54.			
5. The general meeting of shareholders approves and resolves the formal discharge of the independent auditor for the financial year ending 31 December 2012.			
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 2012.			
7. The general meeting of shareholders ratifies the director's remuneration in a total amount of three hundred sixteen thousand three hundred forty-five euro and sixty four cents (EUR 316,345.64) for the financial year 2012 and approves the director's remuneration in a total amount up to four hundred fifty thousand euro (EUR 450,000.00) for the financial year 2013.			
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 2013.			
9. The general meeting of the shareholders approves and resolves to renew the mandates of Mr. Charles Adriaenssen, Mr. John Clifford Rich, Mr. John Grant, Mr. Yuriy A. Kosyuk, Ms. Victoriya B. Kapelushna, Mr. Yuriy Melnyk, Mr. Philippe Lamarche for a period of three years ending on the annual general meeting to be held in 2016.			
10. The general meeting of the shareholders acknowledges the resignation of the Company's former executive director Mr. Yuriy Logusch who signed its letter of resignation on 27 April 2012.			
11. The general meeting of the shareholders approves and resolves to decrease the			

<p>Company's share capital from two hundred twenty-one million five hundred forty thousand euros (EUR 221,540,000.-), consisting of one hundred ten million seven hundred seventy thousand (110,770,000.-) shares with a nominal value of two euro (EUR 2.-) each to two hundred eighteen million two hundred twenty-three thousand seven hundred seventy-six euro (EUR 218,223,776) divided into one hundred nine million one hundred eleven thousand eight hundred eighty-eight (109,111,888) shares with a nominal value of two euro (EUR 2) each by cancellation of one million six hundred fifty eight thousand and one hundred and twelve (1 658 112) shares previously purchased under the Share Buy Back Programme and kept in treasury during three years.</p>			
<p>12. The general meeting of the shareholders approves and resolves to subsequently amend article 5 of the Company's Articles of Association to read as follows:</p> <p><i>„Art. 5. Share Capital. The Company has a share capital of two hundred eighteen million two hundred twenty-three thousand seven hundred seventy-six euro (EUR 218,223,776) divided into one hundred nine million one hundred eleven thousand eight hundred eighty-eight (109,111,888) shares with a nominal value of two euro (EUR 2) each.</i></p> <p><i>The share capital of the Company may at any time be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for amendment of these articles of incorporation.</i></p> <p><i>The authorized capital, including the issued share capital, is fixed at three hundred eighteen million five hundred thousand euro (EUR 318,500,000) represented by one hundred fifty-nine million two hundred fifty thousand (159,250,000) shares with a nominal value of two euro (EUR 2) each.</i></p> <p><i>During the period of five years starting 8 May 2008, the board of directors will be and is hereby authorized to issue shares and to grant options to subscribe for shares. Such increased amounts of capital need not be subscribed for in full, but may be subscribed for, sold and issued as the board of directors may from time to time</i></p>			

<p><i>decide.</i></p> <p><i>The board of directors may only issue any new shares without granting to the holders of existing shares (and thereby of holders of global depositary receipts representing ordinary shares of the Company, if any) preferential subscription rights on new issues of shares within (i) the context of the public offering scheduled for on or about 14 May 2008, including but not limited to, in the form of global depositary receipts, and/or (ii) share capital increases by way of contribution in kind (limited to share-to-share transactions) and/or (iii) an increase of the share capital in cash not to exceed five percent (5%) of the then issued share capital of the Company and/or (iv) shares issued in connection with an approved employee share scheme (Mr Yuriy A. Kosyuk shall not benefit of such approved employee share scheme).</i></p> <p><i>The period or extent of this authority may be extended by resolution of the shareholders in general meeting from time to time, in the manner required for amendment of these articles of incorporation. The board of directors is authorized to determine the conditions attaching to any subscription for the new shares from time to time within the limitations provided above. The board of directors may delegate to any duly authorized officer of the Company, or to any other duly authorized person, the power of accepting, subscription and receiving payment for shares representing part or all of such increased amount of capital.</i></p> <p><i>The Company may, to the extent and under the terms permitted by law, repurchase its own shares."</i></p>			
13. Miscellaneous.	N/A	N/A	N/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 26, 2013 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

Right to participate in the annual general meeting

As indicated in the notice published on March 26, 2013 on the website of the London's and the Luxembourg's Stock Exchange, any shareholder or GDR holder who holds one or more shares or GDRs of the Company on April 15, 2013 at 24:00 o'clock CET (the "Record Date"), to the exclusion of any other shareholder or GDR holder not fulfilling this condition, shall be admitted to the Meeting and shall have the right to exercise the voting rights attached to such shares or GDRs.

Shareholders or GDRs holders (whose shares or GDRs are held through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) should receive from such operator or depository or sub-depository a certificate certifying the number of shares or GDRs recorded in their account on the Record Date. In particular, shareholders or GDR holders who hold their shares through the facilities of the London Stock Exchange should receive a depository certificate from financial institutions (investment brokers or custodian banks) who are participants of the London Stock Exchange and who maintain the securities account for such shareholder or GDR holder.

If such shareholders and GDRs holders wish to participate to the Meeting (in person, via proxy or voting form), they should notify the Company and the operator or depository or sub-depository of their intention to participate by returning the information letter to the Company (by mail at MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail adlux-domh@alterdomus.lu) and to the operator or depository or sub-depository no later

than the Record Date and provide the Company and the operator or depository or sub-depository with the relevant documentation evidencing their ownership of the shares or GDRs by no later than April 26, 2013 at 12:00 (noon) CET, to be deposited at the registered office of the Company.

Shareholders (whose shares are directly recorded on the Company's register and therefore not held via a depository or sub-depository) wishing to attend the Meeting (in person, via proxy or voting form) should notify the Company (MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail adlux-domh@alterdomus.lu) by returning the information letter, no later than April 15, 2013 at 24:00 o'clock CET, of that fact and provide the Company with the relevant documentation evidencing their ownership of the shares by no later than April 26, 2013 at 12:00 (noon) CET, to be deposited at the registered office of the Company.

In the event that any shareholder or GDR holder resorts to distance voting or votes through proxies, the voting form or the proxy form has to be deposited at the registered office of the Company no later than April 26, 2013 at 12:00 (noon) CET. Proxy forms, voting forms and letter of information are available on the website of the Company or upon demand made in writing to the registered office of the Company or by fax to +352 48 18 28 3461. The proxy form or the voting form may be submitted by mail to the registered office of the Company or by fax to +352 48 18 28 3461 or by e-mail to adlux-domh@alterdomus.lu. Only proxy forms, voting forms and information letters provided on the website of the Company, www.mhp.com.ua/ shall be used and will be taken into account. One person may represent more than one shareholder.

GDR holders who wish to vote via the electronic system can give voting instructions to the chairman of the Meeting via the electronic system the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository. In such case, the operator of a securities settlement system or a professional depository or sub-depository designated by such depository must, prior to the Meeting provide (i) a spreadsheet of the voting instructions in relation to the votes cast for, against and abstain in relation to each resolution of the agenda including a proxy to the chairman of the Meeting to be returned to the Company prior to the date of the Meeting and (ii) a certificate certifying the number of shares or GDRs recorded in their account on the Record Date.

Whether or not you propose to attend the Meeting in person, we request that the letter of information and/or form of proxy or voting form be completed and returned in accordance with the instructions printed thereon.

Completion and return of a form of proxy will not prevent shareholders or GDR holders from attending and voting at the Meeting, should they so wish.

Right to have new items added to the agenda of the Meeting

One or more shareholders or GDR holders holding together at least 5% of the share capital of the Company may:

- Add new items on the agenda of the Meeting duly enclosing an explanatory statement;

- May file proposed resolutions in relation with the items of the agenda or the additional items.

Such requests must be sent to the Company in writing by mail MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail adlux-domh@alterdomus.lu. Such requests should enclose the related proposed resolutions or an explanatory statement and should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt.

Such requests should be sent to the Company by 8 April 2013. The Company will acknowledge the receipt of such requests within 48 hours upon reception.

The Company will publish an updated agenda of the Meeting at the latest on 12 April 2013.

Further information may be obtained on www.mhp.com.ua/.

Shareholders and GDR holders may address all queries with respect to the Meeting by email to the following email address: adlux-domh@alterdomus.lu, or to the following address:

S.A. c/o Alter Domus
5, rue Guillaume Kroll
L-1882 Luxembourg, Grand Duchy of Luxembourg

On all related correspondence, kindly indicate the following notice:

“2013 Annual Ordinary and Extraordinary General Meeting of shareholders MHP S.A.”

All documentation required under the law of 24 May 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders of listed companies including all documents to be presented to the Meeting, the proposed resolutions shall be available on the website of the Company www.mhp.com.ua/ or may be obtained by sending an e-mail to adlux-domh@alterdomus.lu by mail at the registered office of the Company.