

MHP S.A.

Société anonyme

Registered office: 5, rue Guillaume Kroll

L-1882 Luxembourg

R.C.S. Luxembourg B 116.838

(the “Company”)

RESOLUTIONS PROPOSED TO BE ADOPTED AT THE GENERAL MEETING COMBINING AN ANNUAL MEETING AND AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MHP S.A. TO BE HELD ON APRIL 29, 2013 AT 12:00 (NOON) CET AT THE REGISTERED OFFICE OF THE COMPANY SITUATED 5, RUE GUILLAUME KROLL, L-1882 LUXEMBOURG (THE «MEETING»).

Dear Shareholders and GDR holders,

In accordance with the provisions of 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, we hereby inform you of the resolutions to be proposed for adoption at the Meeting with the following agenda:

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.

First resolution

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.

Second resolution

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 *réviseur d'entreprises*, including the stand alone financial statements as of 31 December 2012.

Third resolution

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.

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 31.12.2012		
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

Fourth resolution

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).

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 the result brought forward for an amount of EUR 19,215,504.54.

Fifth resolution

The general meeting of shareholders approves and resolves the formal discharge of the independent auditor for the financial year ending 31 December 2012.

Sixth resolution

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.

Seventh resolution

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.

Eighth resolution

The general meeting of the shareholders approves and resolves to renew the mandate of the independent auditor, being Deloitte S.A., a *société anonyme* 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.

Ninth resolution

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.

Tenth resolution

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.

Eleventh resolution

The general meeting of the shareholders approves and resolves to decrease the 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.

Twelfth resolution

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:

„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.

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.

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.

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 decide.

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).

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.

The Company may, to the extent and under the terms permitted by law, repurchase its own shares.“

No resolution will be adopted under the agenda item “Miscellaneous”.