

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 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 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 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.*

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, 2014.

Second resolution

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.

Third resolution

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 December 31, 2013	EUR	24,359,669.98
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

Fourth resolution

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.

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.

Fifth resolution

The general meeting of shareholders approves and resolves the formal discharge of the independent auditor for the financial year ending 31 December 2014.

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 2014.

Seventh resolution

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 2014.

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 2015.

Ninth resolution

The general meeting of the shareholders ratifies interim dividends paid during the financial year 2014.

Tenth resolution

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.