**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. ***Note: “the Board of Directors has decided not to submit this item to shareholders’ vote in the light of the new proposed agenda item 14”.***
12. Subsequent amendment of article 5 of the Company’s Articles of Association. ***Note: “the Board of Directors has decided not to submit this item to shareholders’ vote in the light of the new proposed agenda item 14”.***
13. Miscellaneous.
14. Approval of the right of MHP S.A. to hold the unsold portion of shares purchased pursuant to the Share Buy Back Programme (approved by the EGM dated 5 October 2009) in treasury for an unlimited period.

**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 |
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**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 Board of Directors has decided not to submit the item 11 to shareholders’ vote in the light of the new proposed agenda item 14. Therefore, no resolution will be adopted.***

**Twelfth resolution**

***The Board of Directors has decided not to submit the item 12 to shareholders’ vote in the light of the new proposed agenda item 14. Therefore, no resolution will be adopted.***

**No (thirteenth) resolution will be adopted under the agenda item 13 “Miscellaneous”.**

**Fourteenth resolution**

The general meeting of the shareholders resolves to approve that the Company holds the unsold portion of shares purchased pursuant to the Share Buy Back Programme (approved by the EGM dated 5 October 2009) in treasury for an unlimited period.