

MHP S.A.

Société anonyme

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

(the “Company”)

**GENERAL ANNUAL MEETING OF SHAREHOLDERS OF MHP S.A.
(«Meeting»)
TO BE HELD ON April 28, 2014**

PROXY FORM

For use in connection with the general meeting combining an annual meeting and an extraordinary general meeting of shareholders («Meeting») of **MHP S.A.**, a *société anonyme* incorporated under the laws of Luxembourg, having its registered office at 5 rue Guillaume Kroll, L-1882 Luxembourg, registered with the Luxembourg Trade and Companies’ Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B 116.838 (the “Company”) to be held on **April 28, 2014** and at any adjournment thereof.

Registered Name of the first named holder:	

Address:	_____

Account Designation (if any):	_____

Account Number (if known):	_____

I	_____
being a shareholder of the Company hereby appoint the Chairman of the meeting, and/or	

to act as my proxy at the Meeting of shareholders of the Company to be held on April 28, 2014 (and at any adjournment thereof) and to vote for me and in my name on the resolutions set out in the notice of meeting dated March 27, 2014 as indicated below. To	

allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

	FOR	AGAINST	VOTE WITHHELD
<p>1. <i>Presentation of the management report of the board of directors and of the independent auditor.</i></p> <p>2. <i>Presentation and approval of the MHP S.A. Consolidated Financial Statements for the financial years ended 31 December 2013, 2012 and 2011 and report of the réviseur d'entreprises (including stand alone financial statements) as of 31 December 2013.</i></p> <p>3. <i>Allocation of the results.</i></p> <p>4. <i>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.</i></p> <p>5. <i>Discharge to be granted to the independent auditor for the financial year ending 31 December 2013.</i></p> <p>6. <i>Discharge to be granted to the members of the board of directors for the financial year ending 31 December 2013.</i></p> <p>7. <i>Ratification of the director's remuneration for the financial year 2013.</i></p> <p>8. <i>Renewal of the mandate of the independent auditor until the following general meeting called to approve the annual</i></p>			

<p><i>accounts of the Company as of 31 December 2014.</i></p> <p><i>9. Ratification of the interim dividends paid during the financial year 2013.</i></p>			
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Please indicate with an 'X' in the appropriate box opposite each resolution how you wish your votes to be cast (see Note 1).

Signature(s) (see Notes 2)

Name: (see Notes 2)

Title:

Date

Notes:

1. If you wish your proxy to cast all of your votes for or against a resolution you should insert an 'X' in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. If you do not do so your proxy may vote or abstain at his discretion.
2. In the case of a body corporate this proxy form must be executed under seal or under the hand of an officer or attorney authorised in writing.
3. If you wish to appoint someone other than the Chairman please delete "the Chairman of the meeting, or" and insert in the place provided the name and address of your appointee, who need not be a Shareholder. Any such amendment must be initialled.

Right to participate in the Meeting

As indicated in the notice published on **March 27, 2014** on the website of the London's and the Luxembourg's Stock Exchanges, any shareholder or GDR holder who holds one or more shares or GDRs of the Company on **April 14, 2014** 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 25, 2014** 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 14, 2014 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 25, 2014 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 25, 2014** 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 7 April 2014. 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 11 April 2014.

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:

“2014 Annual Ordinary 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.