



PRESS RELEASE

11 February, 2016, Kyiv, Ukraine

MHP S.A. MHP S.A. ANNOUNCES CONSENT SOLICITATION VIA JPM / MS

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

MHP S.A. (the “Company”) today announced a consent solicitation to seek the consent of holders of the outstanding U.S.\$750,000,000 8.25% Notes due 2020 issued by the Company (Regulation S Notes: Common Code 078395044/ ISIN USL6366MAC75/ CUSIP L6366MAC7; Rule 144A Notes: Common Code 078395079/ ISIN US55302TAC99/ CUSIP 55302TAC9) (the “Notes”) to certain proposed amendments to the Indenture and the Notes.

The Consent Solicitation

The Company is seeking, by means of the Consent Solicitation, Consents from the Holders to amend certain covenants in the Notes to effect the following:

- (i) a modification to the definition of “Consolidated Net Profit” (as defined in the Indenture) to exclude with respect to any period from and after July 1, 2014, the effect of net foreign exchange gains or losses; and
- (ii) a decrease of an allowance for the cumulative basket for Restricted Payments (as defined in the Indenture) from 50% to 40% of the Consolidated Net Profit for periods from November 30, 2006,

(together, the “Amendments”), all as more fully described in the consent solicitation memorandum dated February 11, 2016 (the “Consent Solicitation Memorandum”).

Adoption of the Amendments requires the consent of Holders of at least a majority in principal aggregate amount of the outstanding Notes (the “Requisite Consents”).

Background to the Consent Solicitation

As of February 1, 2016 Ukraine’s national currency, Hryvnia, has depreciated by 69% against the U.S. dollar since January 1, 2014 based on the official exchange rate of the National Bank of Ukraine, resulting in significant non-cash losses for the Company. The Amendments to the definition of the Consolidated Net Profit, if they become effective, would permit the Company to disregard non cash foreign exchange gains and losses in calculating the amounts of Restricted Payments permitted to be made under the Indenture, adjusting the calculation of the Consolidated Net Profit to be in line with the underlying financial performance of the Company.

The reduction of the cumulative basket for Restricted Payments from 50% to 40% of the Consolidated Net Profit for periods from November 30, 2006 would have the effect of reducing the overall amount of permitted Restricted Payments that the Company would be permitted to make due to the changes in the definition of Consolidated Net Profit.

Consent Payment

In relation to the Notes, the Company shall on the Consent Settlement Date, pay to those Holders from whom valid Consents in favour of the Amendments have been validly delivered and not revoked on or prior to the Consent Expiration Date and which Consents are accepted by the Company, the Consent Payment of U.S.\$5.00 for each U.S.\$1,000 in principal amount of the Notes the subject of the relevant Electronic Instructions.

Indicative Timeline

- * Commencement Date: Feb 11, 2016
- * Consent Expiration Date: 5pm (NYT), Feb 26, 2016
- * Effective Time: 5pm (NYT), on the date of receipt of Requisite Consents
- * Results Announcement: The next business day following the Effective Time or the Consent Expiration Date
- * Settlement Date: Mar 2, 2016

The Consent Solicitation is being made on the terms, and subject to the conditions, contained in the Consent Solicitation Memorandum. Copies of the Consent Solicitation Memorandum are available (subject to eligibility) via the following website: <http://sites.dfkingltd.com/mhp>. Capitalised terms used but not defined in this announcement have the same meaning ascribed to them in the Consent Solicitation Memorandum.

The Solicitation Agents are J.P. Morgan Securities plc (+44 20 7134 2468, em_europe_lm@jpmorgan.com) and Morgan Stanley & Co. International plc (+44 20 7677 5040, liabilitymanagementeuropa@morganstanley.com).

The Information and Tabulation Agent is D.F. King Ltd. (+44 20 7920 9700, mhp@dfkingltd.com).

For further information please contact:

Iryna Bublyk (Kyiv)

Kyiv: +38 044 207 00 04
i.bublik@mhp.com.ua

Anastasiya Sobotyuk (Kyiv)

Kyiv: +38 044 207 00 70
a.sobotyuk@mhp.com.ua