

**MHP S.A.**  
*Société anonyme*

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

**CONVENING NOTICE**

**EXTRAORDINARY GENERAL MEETING**

**Dear Shareholder or Global Depositary Receipt ("GDR") holder,**

You are invited to attend an extraordinary general meeting (the "**Meeting**") of shareholders of **MHP S.A.**, a Luxembourg *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**"), which will be held on **July 27, 2017** at 12:00 (noon) CET at the registered office of the Company in order to deliberate upon the following agenda and draft resolutions:

**AGENDA AND DRAFT RESOLUTIONS**

1. **Presentation and approval of the draft terms for the conversion of the Company into a European company ("*Societas Europaea*") and of the report issued by the board of directors of the Company in accordance with article 31-2 of the law of August 10, 1915 on commercial companies, as amended, and with article 37 of the EC regulation N° 2157/2001 of 8 October 2001 on the statute for a European company (SE) in order to convert a public limited liability company into a European company (SE).**

The shareholders of the Company, having reviewed the draft terms of the conversion of the Company into a European company and the report issued by the board of directors of the Company, hereby acknowledge and approve the terms for the conversion of the Company.

2. **Approval of the conversion of the Company from a public limited liability company ("*société anonyme*") into a European company ("*Societas Europaea*").**

The shareholders of the Company hereby approve the conversion of the Company from a public limited liability company ("*société anonyme*") into a European company ("*Societas Europaea*").

3. **Approval of the restatement of the Company's articles of association in order to reflect the changes resulting from the conversion of the Company into a European company ("*Societas Europaea*"), and in particular article 1 which relates to the legal form of the Company and which shall be read as follows:**

*"Art. 1. Name. There is hereby established a company in the form of a Societas Europaea ("*société européenne*") under the name of MHP SE (hereinafter the « Company ») governed by the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the statute for an European Company (SE) (the "SE Regulation"), the Council Directive*

*2001/86/EC of 8 October 2001 supplementing the statute for an European Company with regard to the involvement of employees (the "SE Directive"), these articles of association and the current Luxembourg laws, in particular the law of 10 August 1915 on commercial companies, as amended (the "Company Law")."*

The shareholders of the Company, having reviewed the draft amended and restated articles of association of the Company, hereby acknowledge and approve the restatement of the articles of association of the Company.

**4. Confirmation of the mandates of the directors and of the statutory auditor of the Company and confirmation of the directors' attributions given by the board of directors.**

The shareholders of the Company hereby confirm the mandates of the directors and of the statutory auditor of the Company and confirm the directors' attributions given by the board of directors.

**Share capital and voting rights of the Company**

The Company's issued share capital is set at 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 par value of two euro (EUR 2.-) each.

The Company has dematerialised 62,443,561 shares of the Company into 62,443,561 global depository receipts ("GDRs").

Each share or GDR entitles the holder thereof to one vote.

**Quorum and majority requirements**

The shareholders of the Company will validly deliberate on all resolutions on its agenda if a quorum of 50% of the Company's issued share capital is present or represented. The resolutions will be validly adopted by at least two thirds of the votes validly cast in favour by the shareholders present or represented. If the aforementioned quorum is not met, the Meeting may be reconvened by the Board of Directors.

**Right to participate in the Meeting**

As indicated in the notice published on **June 27, 2017** 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 **July 13, 2017** 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 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](mailto: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 **July 24, 2017** 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](mailto:adlux-domh@alterdomus.lu)) by returning the information letter, no later than **July 13, 2017** 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 **July 24, 2017** 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 **July 24, 2017** 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](mailto:adlux-domh@alterdomus.lu). Only proxy forms, voting forms and information letters provided on the website of the Company, [www.mhp.com.ua](http://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](mailto: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 **July 05, 2017**. 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 **July 12, 2017**.

### **Information**

Further information may be obtained on [www.mhp.com.ua](http://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](mailto:adlux-domh@alterdomus.lu), or to the following address:

MHP 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:

“2017 Extraordinary General Meeting of shareholders MHP S.A. - Conversion SE”

All documentation required under the law of May 24, 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of July 11, 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](http://www.mhp.com.ua) or may be obtained by sending an e-mail to [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu) by mail at the registered office of the Company.

**For the Board of Directors**



Yuriy Kosyuk  
CEO, Director

Luxembourg, on June 27, 2017

- Encl.: 1. Information Letter, Proxy form and Voting form for the Meeting.  
2. Terms of conversion and report of the board of directors of the Company.  
3. Amended and restated articles of association of the Company.