MHP SE

**Extraordinary General Meeting**

I/We, ………………………………................................................ of .............................................. being a Member of the above-named Company, hereby appoint ........................................................................... of ..............................................................., or failing him/her .................................................................., of ................................................................, as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 28th day of December, 2018 and at any adjournment thereof.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **RESOLUTION** | **NUMBER OF VOTES** | | |
| **FOR** | **AGAINST** | **ABSTAINED** |
| **1** | To appoint Mr. Roger Gary Wills as an additional Director of the Company from the date of the Extraordinary General Meeting until the Annual General Meeting of the Company to be held in the year 2019. |  |  |  |

Signed this ………..... day of………………….., 2018.

(Sgnd)

(Name of the Member)

**Notes**:

1. A member entitled to attend and vote at the EGM is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The proxy need not be a member of the Company.

2. To be valid a Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be delivered personally or by courier or by post at the registered office of the Company situated at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus or be sent by fax at +357 25 37 30 75*,* to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, as soon as possible and in any event not later than 10:00 a.m. local time, on 26 December 2018, being not less than 48 hours before the time appointed for holding the EGM or adjourned EGM.

3. In the case of joint holders of Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

4. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.