MHP SE

**Annual General Meeting for the year 2019**

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 Annual General Meeting of the Company, to be held on the 18th day of June, 2019 and at any adjournment thereof.

Signed this ………..... day of……………………….…….., 2019.

(Sgnd)

(Name of the Member)

**Notes**:

1. A member entitled to attend and vote at the AGM 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 11:00 a.m. local time, on 16 June 2019, being not less than 48 hours before the time appointed for holding the AGM or adjourned AGM.

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.