



MHP SE  
Registration No.: SE 27  
16-18 Zinas Kanther street,  
Avia Triada, Limassol, 3035,  
Cyprus

[www.mhp.com.cy](http://www.mhp.com.cy)

**MHP SE**  
(European Public Limited – Liability Company (*Societas Europaea*)  
Registered in the Republic of Cyprus  
("the Company")

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**MINUTES** of the Extraordinary General Meeting of the Company held at  
16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus  
on the 28<sup>th</sup> day of December 2018 at 10.00 a.m.

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**Present:**

- Shareholders:** Mrs. Olga Lambrou, as Authorised Representative of WTI Trading Limited
- Mrs. Anastasiia Sobotiuk, as proxy for BNY (Nominees) Limited (in respect of 65,462,278 shares)
- Mr. Christakis Taoushanis, as proxy for Rodion Tesla, Roman Krytskyi, Daria Zhuk, Liudmyla Terenia and Victoria Golodnenko
- Directors:** Mr. Christakis Taoushanis
- Secretary:** Mr. Michalis P. Mouaimis, on behalf of Confitrust Limited
- Attendees:** Mr. Michalis P. Mouaimis on behalf of Mouaimis & Mouaimis LLC, Cyprus legal advisors of the Company
- Mrs. Anastasiia Sobotiuk, Assistant Secretary of the Company and Head of Investors Relations

**1. Chairman**

- 1.1 Mr. Christakis Taoushanis took the Chair of the Meeting.
- 1.2 The Chairman thanked the participants for attending the Extraordinary General Meeting of the Company.
- 1.3 Mr. Michalis P. Mouaimis was invited by the Chairman to act as secretary of the Meeting and keep Minutes of the Meeting.

**2. Quorum**

- 2.1 Mr. Michalis P. Mouaimis informed the Meeting that the quorum for this Extraordinary General Meeting was two members present in person or by proxy, together holding not

less than 50 per cent in nominal value of the shares giving the right to attend and vote at the meeting.

- 2.2 Mr. Michalis P. Mouaimis announced that all the Shareholders of the Company were present or represented at the Meeting and that a quorum was present and declared the Meeting open.

### **3. Notice**

- 3.1 Mr. Michalis P. Mouaimis said to the Meeting that the Notice convening the Meeting had been in the hands of the Shareholders for the statutory period and further copies were placed before the Shareholders present or represented at the Meeting and with their permission, the Notice of the Meeting was taken as read.

### **4. Voting by poll**

- 4.1 The Chairman informed the Meeting that pursuant to Article 91 of the Articles of Association of the Company, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for each share of which he is the holder.
- 4.2 The Chairman informed the Meeting that none of the members being individuals were present in person at the Meeting and that only one of the members being a corporation was present by a representative, namely WTI Trading Limited. Consequently, if the voting was conducted by a show of hands, only WTI Trading would be able to vote.
- 4.3 The Chairman, therefore, proposed that the Resolution put to the vote of the Meeting would be decided by a poll as this was necessary in order to ascertain the true opinion of the Meeting and the Shareholders present or represented at the Meeting concurred in demanding voting by poll.
- 4.4 Mr. Michalis P. Mouaimis informed the Meeting that according to Articles 82 and 86 of the Articles of Association of the Company, a poll was duly demanded and shall be taken immediately. He also informed the Meeting that polling papers were placed before the Shareholders attending the Meeting and requested them to insert the name of the Shareholder present or represented and indicating on these papers how to vote on the Resolution put to the vote of the Meeting.
- 4.5 After a while, polling papers, duly completed, were handed over to Mr. Michalis P. Mouaimis and added them to the Proxy Forms already provided by the Shareholders, by which instructions were given to the proxy holders as to how to vote the shares for which Proxy Forms were given.

## 5. Appointment of Additional Director

5.1 Mr. Michalis P. Mouaimis proposed that Mr. Roger Gary Wills be and is hereby appointed as an additional Director of the Company to hold office from the date of this Extraordinary General Meeting until the Annual General Meeting of the Company to be held in the year 2019.

5.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on the Resolution was as follows:

Number of Votes: 97,231,794

In favour of the motion: 92,836,454

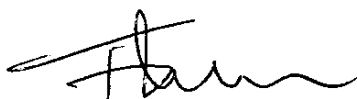
Against the motion: 4,172,764

Abstentions: 222,576

5.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of the Resolution on the Notice, sufficient for carrying the Resolution as Ordinary Resolution and declared, on behalf of the Chairman, the Resolution as being passed as an Ordinary Resolution.

## 6. Conclusion

6.1 There being no further business, the Chairman declared the Meeting concluded.



**Mr. Christakis Taoushanis**  
Chairman of the Meeting



**Mr. Michalis P. Mouaimis**  
for and on behalf of  
**Confitrust Limited**  
Secretary