

**MHP SE**  
*Société européenne*  
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 SE**, a *société européenne* 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 **October 24, 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. Approval of the appointment of Mr Raymond William Richards as a new director of the Company for a period ending with the annual general meeting of the shareholders of the Company to be held in 2019 and authorization to the board of directors of the Company to proceed with any formalities that may required under any applicable laws in relation thereto.**

The shareholders of the Company hereby resolve to approve the appointment of Mr Raymond William Richards, born on 08 October 1960 in the United Kingdom with residential address at BRROK HOUSE, WORMINGHALL RD, ICKFORD, BUCKINGHAMSHIRE, ENGLAND, HP18 9JB with immediate effect and for a period ending with the annual general meeting of the shareholders of the Company to be held in 2019. The shareholders of the Company hereby further resolve to authorize the board of directors of the Company to proceed with any formalities that may be required under any applicable laws in relation with such appointment of Mr Raymond William Richards as a new director of the Company.

- 2. Presentation and approval of the draft terms of transfer proposal and of the report issued by the board of directors of the Company in accordance with article 8 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the "SE Regulation"), and article 101-2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended in order to transfer the registered office of the Company to Cyprus (the "Transfer Process") which will require in particular to adopt new memorandum and articles of association to comply with the provisions of the Cyprus Companies Law, Cap. 113, Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees, the SE Regulation and the European Public Limited – Liability Company Regulations 2006 as are applicable in Cyprus (the "New Memorandum and Articles" and "Applicable Laws", respectively).**

The shareholders of the Company, having reviewed the draft terms of transfer proposal and the report issued by the board of directors of the Company, both in relation to the transfer of the registered office of the Company from the Grand Duchy of Luxembourg to Cyprus, hereby acknowledge and approve the draft terms of transfer proposal and the report issued by the board of directors.

**3. Approval of the transfer of the registered office and central administration of the Company from the Grand Duchy of Luxembourg to Cyprus.**

The shareholders of the Company hereby approve the transfer of the registered office and the central administration of the Company from the Grand Duchy of Luxembourg to Cyprus in accordance with the draft terms of transfer proposal and the report issued by the board of directors.

That as a result of the transfer of the registered office and the central administration of the Company from the Grand Duchy of Luxembourg to Cyprus, the Company shall continue in Cyprus and it would become a legal entity in the form of an SE Company, organized and existing under the laws of Cyprus and pursuant to the provisions of the SE Regulation.

That upon the transfer of the registered office of the Company from the Grand Duchy of Luxembourg to Cyprus, the new registered office address of the Company shall be situated at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus.

**4. Approval of (i) the New Memorandum and Articles of the Company, complying with the Applicable Laws, which are required to be adopted as the new constitutional documents of the Company in order to transfer the Company's registered office from the Grand Duchy of Luxembourg to Cyprus in substitution for and to the entire exclusion of the existing Statutes of the Company and (ii) the subsequent amendments, subject to the approval on the resolutions number 1, 2, 3 and 8, of sections 126, 183 and 185 of the New Memorandum and Articles of the Company in order to reflect (A) the appointment of Mr Raymond William Richards as initial Member of the Administrative Organ of the Company and (B) the recent change of the law applicable to auditors in Cyprus, so as to read such sections as follows:**

**"126. The first Members of the Administrative Organ, who shall be appointed by and upon the adoption of these Articles, shall be Mr. Yuriy Kosyuk, Mr. John Grant, Mr. Philippe Lamarche, Mr. Yuriy Melnyk, Mr. John Clifford Rich, Ms. Victoriya B. Kapelushna and Mr Raymond William Richards. The first Members of the Administrative Organ shall hold office until the first annual general meeting of the Company after the adoption of these Articles and shall then be eligible for re-election."**

**"183. Once at least in every Year the financial statements of the Company shall be examined, and their correctness ascertained by one or more Auditor or Auditors, in accordance with section 152A of the Law and the provisions of the Auditors Law of 2017, as amended from time to time."**

**"185. Auditors shall be appointed and their duties regulated in accordance with section 155 of the Law and the provisions of the Auditors Law of 2017 as amended from time to time."**

The shareholders of the Company, having reviewed the draft New Memorandum and Articles of the Company, hereby acknowledge and approve (i) the adoption of the New Memorandum and Articles of the Company, effective as from the effective date of the transfer of the registered office of the Company to Cyprus, being the date when the Registrar of Companies in Cyprus registers the Company in the Cyprus registry for SE

Companies (the "**Transfer Effective Date**") as set forth in the draft terms of transfer proposal and (ii) effective on the Transfer Effective Date, amendments to sections 126, 183 and 185 of the New Memorandum and Articles of the Company in order to reflect the appointment of Mr Raymond William Richards as one of the first Members of the Administrative Organ of the Company and the recent change of the law applicable to auditors in Cyprus, so as to read such sections as follows:

"126. The first Members of the Administrative Organ, who shall be appointed by and upon the adoption of these Articles, shall be Mr. Yuriy Kosyuk, Mr. John Grant, Mr. Philippe Lamarche, Mr. Yuriy Melnyk, Mr. John Clifford Rich, Ms. Victoriya B. Kapelushna and Mr Raymond William Richards. The first Members of the Administrative Organ shall hold office until the first annual general meeting of the Company after the adoption of these Articles and shall then be eligible for re-election."

"183. Once at least in every Year the financial statements of the Company shall be examined, and their correctness ascertained by one or more Auditor or Auditors, in accordance with section 152A of the Law and the provisions of the Auditors Law of 2017, as amended from time to time."

"185. Auditors shall be appointed and their duties regulated in accordance with section 155 of the Law and the provisions of the Auditors Law of 2017 as amended from time to time."

**5. Acknowledgement of the termination of the mandate of Deloitte Luxembourg as independent auditor (réviseur d'entreprises agréé) of the Company, granting of discharge to Deloitte Luxembourg for the performance of its mandate and appointment of Deloitte Cyprus as new auditor of the Company.**

The shareholders of the Company acknowledge the termination of the mandate of Deloitte Luxembourg as independent auditor (réviseur d'entreprises agréé) of the Company, with effect as from the Transfer Effective Date.

The shareholders of the Company resolve to grant discharge to Deloitte Luxembourg for the performance of its mandate as independent auditor (réviseur d'entreprises agréé) of the Company until the Transfer Effective Date.

The shareholders of the Company resolve to appoint Deloitte Cyprus as new auditor of the Company with effect from the Transfer Effective Date until the conclusion of the first annual general meeting of the Company to be held in Cyprus after the Transfer Process is completed.

**6. Resignation of Alter Domus as corporate secretary of the Company and appointment of Confitrust Limited as new corporate secretary of the Company, with effect from the Transfer Effective Date.**

The Shareholders of the Company resolve to accept the resignation of Alter Domus as Secretary of the Company with effect from the Transfer Effective Date.

The Shareholders of the Company resolve to appoint Confitrust Limited as Secretary of the Company with the effect from the Transfer Effective Date (the "**New Secretary**").

**7. Appointment of Mouaimis & Mouaimis LLC as legal consultants and representatives of the Company in Cyprus**

The Shareholders of the Company resolve to appoint Mouaimis & Mouaimis LLC, as the legal consultants and representatives of the Company in Cyprus in connection with the Transfer Process and in their said capacity Mouaimis & Mouaimis LLC be and are hereby authorized and instructed to represent the Company in this matter before the Registrar of Companies in Cyprus.

The Shareholders of the Company resolve to authorize the Directors and the New Secretary of the Company, both jointly and severally, in co-operation with the aforesaid legal consultants and representatives of the Company in Cyprus, to do all such acts and sign and file with the Registrar of Companies in Cyprus all relevant applications, confirmations, affidavits, forms and documents as are necessary or appropriate to give effect to and implement the above Resolutions or as the laws of the Republic of Cyprus require or permit to effect the transfer and registration of the registered office of the Company in Cyprus.

#### **8. Directors of the Company after the Transfer Process is completed**

The Shareholders of the Company resolve that Dr. John Clifford Rich, Mr Philippe Lamarche, Mr John Grant, Mr Yuriy Kosyuk, Mrs Victoriya B. Kapelushna, Mr Raymond William Richards and Mr Yuriy Melnyk, shall remain Directors of the Company after the Transfer Process is completed, who shall be denoted as Members of the Administrative Organ of the Company, in accordance with the provisions of the New Memorandum and Articles of the Company with effect from the Transfer Effective Date.

#### **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 depositary receipts ("GDRs").

Each share or GDR entitles the holder thereof to one vote, amounting to a total number of 110,770,000 votes.

#### **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 **September 22, 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 **October 10, 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 SE 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 **October 20, 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 SE 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 **October 10, 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 **October 20, 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 **October 20, 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 SE 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 **October 02, 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 **October 09, 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 SE 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 SE - Migration Cyprus”

All documentation required under (i) 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 and (ii) the law of August 10, 1915 on commercial companies (as amended), 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 September 22, 2017

Encl.:

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