



18 March 2021, Limassol, Cyprus

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 (“MAR”).

MHP SE
Intended Merger of MHP SE with
Raftan Holding Limited, Hemiak Investments Limited and Eledem Investments Limited

MHP SE (LSE: MHPC), a European Public Limited Liability Company (“the Company”), the parent company of a leading international agro-industrial group with headquarters in Ukraine, today announces that at the extraordinary general meeting of the Shareholders of the Company which was held on 18 March 2021 at the registered office address of the Company (“the MHP SE EGM”), the Shareholders of the Company have approved (i) the merger of the Company with Raftan Holding Limited (“Raftan”), Hemiak Investments Limited (“Hemiak”) and Eledem Investments Limited (“Eledem”), being its wholly owned subsidiary companies organized and existing under the laws of Cyprus (“the MHP Merger”) and (ii) certain amendments to Regulations 106, 126, 127 and 128 of the Articles of Association of the Company relating to the composition of the Board of Directors of the Company, the appointment of the members of the Board of Directors the Company, their term of office and re-election, reflecting the current composition of the Administrative Organ of the Company and enhancing its corporate governance standards.

Pursuant to the MHP Merger, all the undertakings, properties and assets of Raftan, Hemiak and Eledem, as reflected in the audited financial statements of each of Raftan, Hemiak and Eledem, for the year ended 31 December 2020, shall be transferred to and vest in MHP SE, subject to all existing encumbrances thereon, and all the debts and liabilities of Raftan, Hemiak and Eledem, as reflected in the audited financial statements of each of Raftan, Hemiak and Eledem, for the year ended 31 December 2020, shall be transferred to, assumed by and become the debts and liabilities of MHP SE.

MHP SE shall be the entity resulting from the MHP Merger and Raftan, Hemiak and Eledem, would be dissolved without winding up.

Following the approval of the terms and conditions of the MHP Merger by the Shareholders of the Company at the MHP SE EGM, MHP SE, Raftan, Hemiak and Eledem (collectively referred to as “the Merging Companies”) have executed an agreement and scheme, setting out the terms and conditions of the MHP Merger, dated 18 March 2021 (“the MHP Merger Agreement”).

The Merging Companies shall apply to the competent Court in Cyprus under the applicable provisions of the Cyprus Companies Law, Cap. 113 and the provisions of the Cyprus Income Tax Laws, for an order sanctioning the MHP Merger Agreement and for the dissolution without winding up of Raftan, Hemiak and Eledem (“the Court Order”).

The MHP Merger shall become effective upon the issue of the Court Order.

The Merging Companies intend the MHP Merger to be a reorganization within the meaning of sections 29A and 30 of the Cyprus Income Tax Laws.

Implementation of the MHP Merger is conditional upon the approval of the MHP Merger by the competent court in Cyprus through the issue of the Court Order.

Please address any questions or concerns to:

Anastasiia Sobotiuk (Kyiv)
Director of IR & Company Secretary

+38 050 339 29 99
a.sobotyuk@mhp.com.ua

John Grant (London)
Senior Independent Director

+44 (0)7768 465042
johngrant13@btconnect.com