

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

MINUTES of the Extraordinary General Meeting of the Company held at
16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus
on the 28th day of December 2021 at 10:00 a.m.

Present:

- Shareholders:** Ms. Kyriakoulla Mouaimi, as Authorised Representative of WTI Trading Limited
- Ms. Antriani Mouaimi, as proxy for BNY (Nominees) Limited (in respect of 72,749,710 shares)
- Mr. Michalis Mouaimis, as proxy for Rodion Tesla, Roman Krytskyi, Yuriy Gvozdiev, Liudmyla Terenia and Victoria Golodnenko
- Directors:** Mr. John Clifford Rich
Mr. John Grant
Mr. Christakis Taoushanis
Mr. Philip Wilkinson
- 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
- Ms. Anastasia Sobotiuk, Assistant Secretary of the Company

1. Chairman

- 1.1 Ms. Antriani Mouaimi took the Chair of the Meeting.
- 1.2 It was noted that Mr. Yuriy Kosyuk and Ms. Victoriya B. Kapelushna, Directors of the Company, were unable to attend the Meeting and had sent their apologies.
- 1.3 It was noted that, due to Covid-19 Coronavirus Mr. John Clifford Rich, Mr. John Grant, Mr. Philip Wilkinson and Mr. Christakis Taoushanis, Directors of the Company, participated the Extraordinary General Meeting of the Company by means of video conference via Microsoft Teams meeting pursuant to Article 76 of the Articles of Association of the Company.
- 1.4 The Chairman thanked the participants for attending the Extraordinary General Meeting of the Company.
- 1.5 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 Resolutions 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 Mr. Andriy Bulakh as an additional executive Member of the Administrative Organ of the Company

5.1 The Chairman proposed that Mr. Andriy Bulakh be and is hereby appointed as an additional executive Member of the Administrative Organ 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 2022.

5.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on the Resolution 1 was as follows:

Number of Votes: 92,219,226
In favour of the motion: 89,803,168
Against the motion: 1,453,125
Abstentions: 962,933

5.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of the Resolution 1 on the Notice, sufficient for carrying the Resolution 1 as Ordinary Resolution and declared, on behalf of the Chairman, the Resolution 1 as being passed as an Ordinary Resolution.

6. Approval of the Remuneration Policy in respect of the remuneration of the Members of the Administrative Organ of the Company

6.1 With the permission of the Shareholders, the Remuneration Policy in respect of the remuneration of the Members of the Administrative Organ of the Company for their services as Members of the Administrative Organ of the Company, which has been prepared by the Nominations and Remuneration Committee of the Administrative Organ of the Company, a conformed execution copy of which was provided to the Shareholders of the Company attached to the circular accompanying the Notice of the Meeting and further copies were placed before the Shareholders present or represented at the Meeting, was taken as read.

6.2 The Chairman proposed that the Remuneration Policy in respect of the remuneration of the Members of the Administrative Organ of the Company for their services as Members of the Administrative Organ of the Company, which has been prepared by the Nominations and Remuneration Committee of the Administrative Organ of the Company, now laid before the Meeting, be received and approved.

6.3 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on the Resolution 2 was as follows:

Number of Votes: 92,219,226
In favour of the motion: 89,803,168
Against the motion: 1,453,125
Abstentions: 962,933

6.4 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of the Resolution 2 on the Notice, sufficient for carrying the Resolution 2 as Ordinary Resolution and declared, on behalf of the Chairman, the Resolution 2 as being passed as an Ordinary Resolution.

7. **Conclusion**

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



Ms. Antriani Mouaimi
Chairman of the Meeting



CONFITRUST LIMITED

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