

March 23, 2022

## **MHP SE AND MHP LUX S.A. ANNOUNCEMENT REGARDING CONSENT SOLICITATION**

### **MHP SE**

(a European Public Limited Liability Company (*Societas Europaea*) registered in Cyprus, with registered office at 16-18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus, with Registration Number SE 27)

### **MHP LUX S.A.**

(a public company with limited liability (*société anonyme*), with its registered office at 19-25 Rue des Capucins, L-1313 Luxembourg, Grand Duchy of Luxembourg, and registered with the Registre de Commerce et des Sociétés Luxembourg under number B 221.909)

#### **Announcement relating to the Solicitation of Consents to amend:**

The indenture dated as of May 10, 2017 in relation to the  
**U.S.\$500,000,000 7.75% Guaranteed Notes due 2024 issued by MHP SE**  
Regulation S Notes: Common Code 157796500/ ISIN XS1577965004  
Rule 144A Notes: Common Code 111731233/ ISIN US55302TAD72/ CUSIP 55302TAD7  
(the “**2024 Notes Indenture**”) (the “**2024 Notes**”)

The indenture dated as of April 3, 2018 in relation to the  
**U.S.\$550,000,000 6.95% Guaranteed Notes due 2026 issued by MHP Lux S.A.**  
Regulation S Notes: Common Code 173469911/ ISIN XS1713469911  
Rule 144A Notes: Common Code 111730814/ ISIN US59318YAA64/ CUSIP 59318YAA6  
(the “**2026 Notes Indenture**”) (the “**2026 Notes**”)

The indenture dated as of September 19, 2019 in relation to the  
**U.S.\$350,000,000 6.25% Guaranteed Notes due 2029 issued by MHP Lux S.A.**  
Regulation S Notes: Common Code 201004489/ ISIN XS2010044894  
Rule 144A Notes: Common Code 111730555/ ISIN US59318YAB48/ CUSIP 59318YAB4  
(the “**2029 Notes Indenture**” and, together with the 2024 Notes Indenture and the 2026 Notes Indenture, the  
“**Indentures**”) (the “**2029 Notes**” and, together with the 2024 Notes and the 2026 Notes, the “**Notes**”)

This announcement does not constitute an amendment to the Consent Solicitation or the proposed amendments to the Indentures. Capitalized terms used but not defined in this announcement have the same meaning ascribed to them in the Consent Solicitation Memorandum of the Company and the Issuer dated March 21, 2022.

#### **Clarification of the proposed Support Period**

Following the launch of the Consent Solicitation and the discussion thereof with the holders of the Notes, the Company and the Issuer wish to clarify that the implementation of the Support Period and related proposed amendments to the Indentures are in respect of the first Interest Payment Date for each series of Notes between March 2022 and May 2022, as applicable. For the avoidance of doubt, no amendments are being sought in respect of any existing terms in respect of the second Interest Payment Date for any series of Notes scheduled between September 2022 and November 2022, as applicable, or any subsequent Interest Payment Date (collectively, the “**Subsequent Interest Payment Dates**”). If the Requisite Consents are received and accepted and the Consent Effective Time occurs, the Subsequent Interest Payment Dates will remain subject to the same set of provisions, including Events of Default, as set forth in the Indentures prior to the Consent Effective Time.

#### **Investor Conference Call**

In addition, the Company would like to announce that its management is planning to hold a call for holders of the Notes on Friday, March 25, 2022 at 10:00 a.m. (New York) / 2:00 p.m. (London) / 3:00 p.m. (Central European Time). The details for this call will be provided by, and can be requested from, the Solicitation Agent.

## Further Information

A complete description of the procedures in relation to the terms of the Consent Solicitation and the text of the Supplemental Indentures, are set out in the Consent Solicitation Memorandum.

Holders are advised to read the Consent Solicitation Memorandum carefully for full details and information on the procedures for participating in the Consent Solicitation. J.P. Morgan SE is acting as Solicitation Agent. Morrow Sodali Limited is acting as Information and Tabulation Agent.

Requests for all information in relation to the Consent Solicitation should be directed to:

## The Solicitation Agent

### J.P. Morgan SE

Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany

Attention: Liability Management  
Email: [em\\_europe\\_lm@jpmorgan.com](mailto:em_europe_lm@jpmorgan.com)

Requests for information in relation to the voting procedures, submission of the Electronic Instructions and participation in the Consent Solicitation should be directed to:

## The Information and Tabulation Agent

### Morrow Sodali Limited

Email: [MHP@investor.morrowsodali.com](mailto:MHP@investor.morrowsodali.com)  
Consent Website: <https://bonds.morrowsodali.com/mhp>

#### *In Stamford*

333 Ludlow Street, South  
Tower, 5th Floor, 06902  
Tel: +1 203 609 4910

#### *In London*

103 Wigmore Street  
W1U 1QS Tel: +44 20 4513 6933

#### *In Hong Kong*

The Hive Sheung Wan  
33-35 Hillier Street, Sheung Wan  
Hong Kong  
Tel: +852 2319 4130

Copies of the Consent Solicitation Memorandum can be obtained (subject to eligibility) via the following website: <https://bonds.morrowsodali.com/MHP>.

*This announcement has been prepared by the Company and the Issuer exclusively for information purposes. It does not constitute or include any advice or recommendation by the Company or the Issuer (or any other person) regarding the securities of the Company or the Issuer or as to the merits of any transaction or the making of any investment decision. It does not constitute or include any confirmation or commitment by the Company or the Issuer (or any other person) regarding the present or future value of the business of the Issuer, its securities, its affiliates or any of the Issuer's or their assets.*

*Neither this announcement nor the Consent Solicitation Memorandum constitutes or forms part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Issuer, the Company or any other entity in any jurisdiction.*

*The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Consent Solicitation Memorandum comes are*

required by the Issuer, the Company, the Solicitation Agent and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. This announcement and any materials relating to the Consent Solicitation do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law.

The Notes have not been registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) or the securities law of any state or jurisdiction of the United States and may not be reoffered or resold except pursuant to an applicable exemption from the registration requirements of the Securities Act. Neither the SEC nor any U.S. state securities commission has approved or disapproved of any Notes, or determined if the Consent Solicitation Memorandum is accurate or complete. Any representation to the contrary is a criminal offence.

The communication of the Consent Solicitation Memorandum and this announcement by the Company and any other documents or materials relating to the Consent Solicitation are not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. Such documents and/or materials are only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (2) high net worth entities falling within Article 49(2)(a) to (d) of the Order, and (3) any other persons to whom these documents and/or materials may lawfully be communicated (all such persons together being referred to as “relevant persons”). Any person who is not a relevant person should not act or rely on this communication or any of its contents. Nothing in this announcement constitutes or contemplates an offer to buy or the solicitation of an offer to sell securities in the United States or in any other jurisdiction.

Neither the Consent Solicitation Memorandum nor any documents or materials relating to the Consent Solicitation, including this announcement (collectively referred to as the “**Consent Documents**”) have been submitted for the approval or are intended to be submitted for the approval of the Cyprus Securities and Exchange Commission and consequently neither the Consent Solicitation Memorandum nor any other Consent Documents will be distributed, released, published, communicated, advertised or disseminated, whether directly or indirectly, to the information distribution channels or to the public in Cyprus.

The communication of the Consent Solicitation Memorandum and of the Consent Documents in Cyprus may be made to and directed only at “professional clients” (as defined in (i) the Investment Services and Activities and Regulated Markets Law, No. 144 (I) of 2007, as amended and (ii) in the Investment Services and Activities and Regulated Markets Law, No. 87(I)/2017, as amended), by a duly licensed investment firm or credit institution (authorized under Directive 2013/36/EU) or a third-country firm providing investment services or performing investment activities through the establishment of a branch in Cyprus, permitted and authorised to conduct such activities in Cyprus and in accordance with the provisions of (i) the Investment Services and Activities and Regulated Markets Law, No. 144 (I) of 2007, as amended (ii) the Investment Services and Activities and Regulated Markets Law, No. 87(I)/2017, as amended from time to time; and (iii) Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No. 648/2012.

If a jurisdiction requires that the Consent Solicitation be made by a licensed broker or dealer and the Solicitation Agent or any of its affiliates is such a licensed broker or dealer in that jurisdiction, the Consent Solicitation shall be deemed to be made by the Solicitation Agent or such affiliates, as the case may be, on behalf of the Company in such jurisdiction where it/they is/are so licensed and the Consent Solicitation is not being made in any such jurisdiction where the Solicitation Agent or one of its affiliates are not so licensed.

### **Forward-Looking Statements**

This announcement may contain “forward looking statements,” as that term is defined by the U.S. federal securities laws, relating to the Company’s business, financial condition and results of operations. You can find many of these statements by looking for words such as “may,” “will,” “expect,” “anticipate,” “believe,” “estimate,” “foresee,” “intend,”

*“plan,” “continue” or the negatives of these terms or variations of them and similar words used in this announcement.*

*By their nature, forward looking statements are subject to numerous assumptions, risks and uncertainties. Accordingly, actual results may differ materially from those expressed or implied by the forward-looking statements. The Company cautions readers not to place undue reliance on the statements, which speak only as of the date of this announcement.*

*The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that the Company or persons acting on the Company’s behalf may issue. The Company undertakes no obligation to review or confirm analysts’ expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this announcement. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control in particular in relation to the War, that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.*

*All future written and verbal forward-looking statements attributable to the Company or any person acting on the Company’s behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these events or how they may affect us. Readers are cautioned not to place undue reliance on the forward-looking statements. Except to the extent required by law, none of the Company, nor any of its agents, employees or advisors intends or has any duty or obligation to supplement, amend, update or revise any of the forward-looking statements contained in this announcement.*

*Please address any questions or concerns to :*

*Anastasiya Sobotyuk*

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