



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

www.mhp.com.cy

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

MINUTES of the 2023 Annual General Meeting of the Company held at
16-18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus
on the 19th day of June 2023 at 9.00 a.m.

Present:

Shareholders:	Mrs. Olga Lambrou, as Authorised Representative of WTI Trading Limited
	Mr. Christakis Taoushanis, as proxy for BNY (Nominees) Limited (in respect of 59,794,715 shares)
	Mr. Michalis Mouaimis, as proxy for Rodion Tesla, Roman Krytskyi, Liudmyla Terenia, Victoria Golodnenko and Yuriy Gvozdiev
Directors:	Mr. Christakis Taoushanis Mr. John Grant 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

1. Chairman

- 1.1 Mr. Christakis Taoushanis took the Chair of the Meeting.
- 1.2 It was noted that Mr. Yuriy Kosyuk, Mr. Andriy Bulakh, Ms. Victoriya B. Kapelushna, Mr. John Rich and Mr. Oscar Chemerinski, Directors of the Company, were unable to attend the Meeting and had sent their apologies.
- 1.3 It was noted that Mr. John Grant and Mr. Philip Wilkinson, Directors of the Company, participated the Annual 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 Annual 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.

1.6 Mr. Michalis P. Mouaimis informed the participants of the Annual General Meeting that the letter from the Chief Executive Officer of the Company, which was included in the Notice convening the Annual General Meeting which was sent to the Shareholders of the Company, indicated that Mr. John Grant, Mr. Christakis Taoushanis and Mr. Philip Wilkinson are Non-Executive Directors of Company, whereas they are actually Independent Non – Executive Directors. Mr. Michalis P. Mouaimis explained to the participants of the Annual General Meeting that this was due to an oversight and clarified that Mr. John Grant, Mr. Christakis Taoushanis, Mr. Philip Wilkinson as well as Mr. Oscar Chemerinski are all Independent Non – Executive Directors.

2. Quorum

2.1 Mr. Michalis P. Mouaimis informed the Meeting that the quorum for this Annual 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 proposed that the Resolutions put to the vote of the Meeting would be decided by poll and the Shareholders present or represented at the Meeting concurred in demanding voting by poll.

4.2 The Chairman 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 each Resolution put to the vote of the Meeting.

4.3 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. Annual Report for the year end 2022

5.1 With the permission of the Shareholders, the Annual Report and Accounts of MHP SE for the year end 2022, containing the management report of the Board of Directors of the Company, the independent auditors report on the audit of the consolidated financial statements of MHP SE and its subsidiaries for the year end 2022 and the consolidated financial statements of MHP SE and its subsidiaries for the year end 2022, which had been uploaded and made available at the website of the Company and further copies were placed before the Shareholders present or represented at the Meeting, was taken as read.

5.2 The Chairman proposed that the Annual Report and Accounts of MHP SE for the year end 2022 now laid before the Meeting, be received and approved.

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

Number of Votes: 79,264,231

In favour of the motion: 79,264,231

Against the motion: 0

Abstentions: 0

5.4 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 1 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

5.5 The Chairman then declared Resolution 1 as being passed as an Ordinary Resolution.

6. Audited Financial Statements of MHP SE for the year end 31 December 2022

6.1 With the permission of the Shareholders, the report of the independent auditors of the Company and the Audited Financial Statements of the Company for the year end 31 December 2022, which had been uploaded and made available at the website of the Company and further copies were placed before the Shareholders present or represented at the Meeting, were taken as read.

6.2 The Chairman proposed that the Audited Financial Statements for the year end 2022 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 item / Resolution 2 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 79,264,231

Against the motion: 0

Abstentions: 0

6.4 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 2 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

6.5 The Chairman then declared Resolution 2 as being passed as an Ordinary Resolution.

7. Re-election of John Clifford Rich as Director

7.1 The Chairman proposed that John Clifford Rich be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

7.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 3 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 74,652,103

Against the motion: 4,612,128

Abstentions: 0

7.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 3 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

7.4 The Chairman then declared Resolution 3 as being passed as an Ordinary Resolution.

8. Re-election of Yuriy Kosyuk as Director

8.1 The Chairman proposed that Yuriy Kosyuk be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

8.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 4 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 76,535,628

Against the motion: 2,728,603

Abstentions: 0

8.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 4 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

8.4 The Chairman then declared Resolution 4 as being passed as an Ordinary Resolution.

9. Re-election of Victoriya B. Kapelushna as Director

9.1 The Chairman proposed that Victoriya B. Kapelushna be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

9.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 5 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 77,988,753

Against the motion: 1,275,478

Abstentions: 0

9.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 5 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

9.4 The Chairman then declared Resolution 5 as being passed as an Ordinary Resolution.

10. Re-election of Andriy Bulakh as Director

10.1 The Chairman proposed that Andriy Bulakh be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

10.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 6 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 76,535,628

Against the motion: 2,728,603

Abstentions: 0

10.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 6 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

10.4 The Chairman then declared Resolution 6 as being passed as an Ordinary Resolution.

11. Re-election of John Grant as Director

11.1 The Chairman proposed that John Grant be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

11.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 7 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 68,362,376

Against the motion: 10,901,855

Abstentions: 0

11.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 7 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

11.4 The Chairman then declared Resolution 7 as being passed as an Ordinary Resolution.

12. Re-election of Christakis Taoushanis as Director

12.1 Mr. Michalis P. Mouaimis proposed that Christakis Taoushanis be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

12.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 8 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 77,811,106

Against the motion: 1,453,125

Abstentions: 0

12.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 8 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

12.4 The Chairman then declared Resolution 8 as being passed as an Ordinary Resolution.

13. Re-election of Philip Wilkinson as Director

13.1 The Chairman proposed that Philip Wilkinson be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

13.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 9 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 75,927,581

Against the motion: 3,336,650

Abstentions: 0

13.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 9 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

13.4 The Chairman then declared Resolution 9 as being passed as an Ordinary Resolution.

14. Re-election of Oscar Chemerinski as Director

14.1 The Chairman proposed that Oscar Chemerinski be and is hereby re-elected as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024.

14.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 10 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 77,811,106

Against the motion: 1,453,125

Abstentions: 0

14.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 10 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

14.4 The Chairman then declared Resolution 10 as being passed as an Ordinary Resolution.

15. Reappointment of Auditors

15.1 The Chairman proposed that Messrs. Ernst & Young Cyprus Limited, the retiring auditors of the Company be and are hereby re-appointed as Auditors of the Company from the conclusion of this Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2024 and to authorise the Directors of the Company to fix their remuneration.

15.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 11 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 79,264,231

Against the motion: 0

Abstentions: 0

15.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 11 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

15.4 The Chairman then declared Resolution 11 as being passed as an Ordinary Resolution.

16. Ratification and approval of remuneration and payments to the Directors

16.1 The Chairman proposed that the remuneration and all payments made since the previous annual general meeting to the Directors of the Company, past or present or any of them, on account of fees, salaries or remuneration for their services as Directors of the Company, be ratified and approved.

16.2 Mr. Michalis P. Mouaimis informed the Meeting that the result of the poll on item / Resolution 12 was as follows:

Number of Votes: 79,264,231

In favour of the motion: 65,203,373

Against the motion: 14,060,858

Abstentions: 0

16.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of item / Resolution 12 on the Notice, sufficient for carrying the Resolution as Ordinary Resolution.

16.4 The Chairman then declared Resolution 12 as being passed as an Ordinary Resolution.

17. Resolutions

- 17.1 The Chairman proposed that all Resolutions on the Notice, be and are hereby approved as Ordinary Resolutions.
- 17.2 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of all the Resolutions on the Notice, sufficient for carrying the Resolutions as Ordinary Resolutions.
- 17.3 The Chairman then declared all Resolutions as being passed as an Ordinary Resolutions.

18. Conclusion

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



Mr. Christakis Taoushanis
Chairman of the Meeting



CONFITRUST LIMITED

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