



MHP SE
Registration No.: SE 27
16-18 Zinas Kanther street,
Agia 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 Extraordinary General Meeting of the Company held at
16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus
on the 11th day of March 2024 at 12:00 pm Cyprus time

Present:

- Shareholders:** Ms. Olga Lambrou, as Authorised Representative of WTI Trading Limited
- Mr. Christakis Taoushanis, as proxy for BNY (Nominees) Limited (in respect of 61,055,289 shares)
- Mr. Michalis Mouaimis, as proxy for Rodion Tesla, Roman Krytskyi, Yuriy Gvozdiev, Liudmyla Terenia and Victoria Golodnenko
- Directors:** 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 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 and John Clifford Rich, Mr. John Grant and Mr. Oscar Alberto Chemerinski, Directors of the Company, were unable to attend the Meeting and had sent their apologies.
- 1.3 It was noted that Mr. Philip Wilkinson, Directors of the Company and Ms. Anastasia Sobotiuk, Assistant Secretary 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.



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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 Resolutions 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.



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5. Approval of remuneration payable to Mr. Christakis Taoushanis, a Non-Executive Member of the Administrative Organ of the Company

5.1 The Chairman proposed that the remuneration in the total amount of € 127,310.00 (Euro One Hundred Twenty Seven Thousand Three Hundred and Ten), per annum, before tax, payable monthly in arrears, to Mr. Christakis Taoushanis as from 1 January 2024, comprised of the Basic Fee for his services as a Non-Executive Member of the Administrative Organ of the Company and the Additional Fee for his services as Member of the Audit & Risk Committee of the Administrative Organ of the Company, which was determined by the Administrative Organ of the Company pursuant to the Remuneration Policy, be approved.

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: 80,524,805
In favour of the motion: 77,258,181
Against the motion: 3,053,532
Abstentions: 213,092

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 remuneration payable to Mr. Philip J Wilkinson OBE, a Non-Executive Member of the Administrative Organ of the Company

6.1 The Chairman proposed that the remuneration in the total amount of € 301,928.00 (Euro Three Hundred One Thousand Nine Hundred Twenty Eight), per annum, before tax, payable monthly in arrears, to Mr. Philip J Wilkinson OBE as from 1 January 2024, comprised of the Basic Fee for his services as a Non-Executive Member of the Administrative Organ of the Company, the Additional Fee for his services as Chairman of the Nominations and Remuneration Committee of the Administrative Organ of the Company, the Additional Fee for his services as Chairman of the International Government Relations and Public Affairs Committee of the Administrative Organ of the Company and the Additional Fee for his services as Member of the Audit & Risk Committee of the Administrative Organ of the Company, which was determined by the Administrative Organ of the Company pursuant to the Remuneration Policy, be approved.

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

Number of Votes: 80,524,805
In favour of the motion: 66,354,326
Against the motion: 13,957,387
Abstentions: 213,092

6.3 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. Approval of remuneration payable to Mr. Oscar Chemerinski, a Non-Executive Member of the Administrative Organ of the Company

7.1 The Chairman proposed that the remuneration in the total amount of € 207,995 (Euro Two Hundred Seven Thousand Nine Hundred Ninety Five), per annum, before tax, payable monthly in arrears, to Mr. Oscar Chemerinski as from 1 January 2024, comprised of the Basic Fee for his services as a Non-Executive Member of the Administrative Organ of the Company, the Additional Fee for his services as Chairman of the Audit & Risk Committee of the Administrative Organ of the Company and the Additional Fee for his services as Member of the International Government Relations and Public Affairs Committee of the Administrative Organ of the Company, which was determined by the Administrative Organ of the Company pursuant to the Remuneration Policy, be approved.

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

Number of Votes: 80,524,805
In favour of the motion: 66,354,326
Against the motion: 13,957,387
Abstentions: 213,092

7.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of the Resolution 3 on the Notice, sufficient for carrying the Resolution 3 as Ordinary Resolution and declared, on behalf of the Chairman, the Resolution 3 as being passed as an Ordinary Resolution.

8. Approval of remuneration payable to Mr. John Grant, a Non-Executive Member of the Administrative Organ of the Company

8.1 The Chairman proposed that the remuneration in the total amount of € 214,704 (Euro Two Hundred Fourteen Thousand Seven Hundred and Four), per annum, before tax, payable monthly in arrears, to Mr. John Grant as from 1 January 2024, comprised of the Basic Fee for his services as a Non-Executive Member of the Administrative Organ of the Company, the Additional Fee for his services as Senior Independent Director of the Company, the Additional Fee for his services as Member of Nominations and Remuneration Committee of the Administrative Organ of the Company and the Additional Fee for his services as Member of the Audit & Risk Committee of the Administrative Organ of the Company, which was determined by the Administrative Organ of the Company pursuant to the Remuneration Policy, be approved.

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

Number of Votes: 80,524,805
In favour of the motion: 66,354,326
Against the motion: 13,957,387
Abstentions: 213,092

8.3 Mr. Michalis P. Mouaimis informed the Meeting that there was a majority of votes in favour of the Resolution 4 on the Notice, sufficient for carrying the Resolution 4 as Ordinary Resolution and declared, on behalf of the Chairman, the Resolution 4 as being passed as an Ordinary Resolution.



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9. Conclusion

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

A handwritten signature in black ink, appearing to read 'Christakis', written over a horizontal line.

Mr. Christakis Taoushanis
Chairman of the Meeting

A handwritten signature in black ink, appearing to read 'Michalis', written over a horizontal line. Above the signature, the words 'CONFITRUST LIMITED' are stamped in a bold, sans-serif font.

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