



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 Extraordinary General Meeting of the Company held at
16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus
on the 10th day of December 2024 at 10:00 a.m. Cyprus time

Present:

- Shareholders:** Ms. Olga Lambrou, as proxy for WTI Trading Limited
- Mr. Christakis Taoushanis, as proxy for BNY (Nominees) Limited (in respect of 73,437,146 shares)
- Mr. Michalis Mouaimis, as proxy for Rodion Teslia, 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. Viktoriia Kapeliushna, Mr. John Clifford Rich 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, Director 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.

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 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 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 all the members of the Company were represented at the Meeting by proxy. Consequently, if the voting was conducted by a show of hands, none of the members would be able to vote.
- 4.3 The Chairman, therefore, proposed that the Resolution 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 all the members 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 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. Approval of New Remuneration Policy in respect of the remuneration of the Members of the Administrative Organ of the Company

5.1 With the permission of the Shareholders, the New 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 and approved by the Nominations and Remuneration Committee of the Administrative Organ of the Company on 4 November 2024, 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.

5.2 The Chairman proposed that the New 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 and approved by the Nominations and Remuneration Committee of the Administrative Organ of the Company on 4 November 2024, replacing the Remuneration Policy which has been approved by the Shareholders of the Company at the extraordinary general meeting which was held on 28 December 2021, 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 the Resolution 1 was as follows:

Number of Votes: 92,906,662
In favour of the motion: 77,685,429
Against the motion: 13,636,454
Abstentions: 1,584,779

5.4 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. Conclusion

6.1 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